

Madison Square Garden Co  
Form DEFA14A  
November 14, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:



**The Madison Square Garden Company**

**Two Pennsylvania Plaza**

**New York, NY 10121**

**SUPPLEMENT TO THE PROXY STATEMENT  
FOR THE 2017 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON DECEMBER 15, 2017**

The following information supplements and amends the proxy statement, dated October 27, 2017 (the Proxy Statement), of The Madison Square Garden Company (the Company) furnished to stockholders of the Company in connection with the 2017 Annual Meeting of Stockholders and for any adjournment or postponement thereof (the Annual Meeting). This supplement to the Proxy Statement (this Supplement) is being filed with the Securities and Exchange Commission (the SEC) on November 14, 2017.

**THE PROXY STATEMENT CONTAINS IMPORTANT ADDITIONAL INFORMATION AND THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.**

On November 13, 2017, Mr. James L. Dolan, the Executive Chairman of the Company, replaced Mr. David J. O'Connor as Chief Executive Officer of the Company. Mr. Dolan will act as interim Chief Executive Officer and will continue to serve as Executive Chairman.

In connection with the termination of Mr. O'Connor's employment with the Company and subject to the parties entering into a separation agreement, Mr. O'Connor will become entitled to the immediate vesting of the special one-time award of restricted stock units (RSUs) he received in 2015 to compensate him for equity in his former employer that he gave up when he joined MSG Networks. Those RSUs were converted into an award of 207,285 RSUs of the Company in connection with the 2015 spin-off of the Company from MSG Networks. Mr. O'Connor will forfeit the remainder of his unvested awards consisting of 120,314 RSUs. He will not be entitled to any additional payments as a result of the termination of his employment.

Reference is made to the following sections of the Proxy Statement: Executive Compensation Tables Employment Agreements David O'Connor; Outstanding Equity Awards at June 30, 2017; and Termination and Severance.