

MSG NETWORKS INC.
Form 4
October 16, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG ANDREA

(Last) (First) (Middle)

11 PENNSYLVANIA PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MSG NETWORKS INC. [MSGN]

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	10/14/2015	J(2)(3)	28,694					(4)	09/11/2018	Class A Common Stock	28,694
Restricted Stock Units	(1)	10/14/2015	J(2)(3)	57,361					(5)	09/30/2018	Class A Common Stock	57,361

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG ANDREA 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001			President and CEO	

Signatures

/s/ Mark C. Cresitello, Attorney-in-Fact for Andrea Greenberg 10/16/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit is granted under the MSG Networks Inc. 2010 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.

In connection with the distribution by MSG Networks Inc. (formerly, The Madison Square Garden Company, and referred to herein as "MSG Networks") of all of the outstanding common stock of The Madison Square Garden Company (formerly, MSG Spinco, Inc., and referred to herein as "MSG") to its stockholders (the "Distribution"), the Reporting Person's restricted stock units granted under the 2010 Employee Stock Plan after July 1, 2015 were adjusted in a transaction exempt under Rules 16a-9 or 16b-6 and 16b-3. (The remainder of footnote is located in footnote (3) below.)
 - (2) In connection with the Distribution, the number of such restricted stock units previously granted on September 11, 2015, was adjusted to equal the number of restricted stock units before the Distribution multiplied by the volume weighted average prices of the MSG Networks Class A Common Stock over the 10 trading days immediately preceding the Distribution date and divided by the volume weighted average prices of the MSG Networks Class A Common Stock over the 10 trading days immediately following the Distribution date.
 - (3) The restricted stock units are scheduled to vest in three equal installments on September 11, 2016, September 11, 2017 and September 11, 2018, subject to the achievement of certain performance measures
 - (4) The restricted stock units are scheduled to vest in three equal installments on September 30, 2016, September 30, 2017 and September 30, 2018, subject to the achievement of certain performance measures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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