

RICHTER BRET
Form 4
August 30, 2018

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 *
RICHTER BRET

(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)

08/28/2018

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)

EVP, CFO & Treasurer

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	08/28/2018		A		19,504 A \$ 0 ⁽¹⁾	47,921	D
Class A Common Stock	08/28/2018		F ⁽²⁾		7,454 D \$ 25.05	40,467	D
Class A Common Stock						100	I ⁽³⁾ By Minor Child

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	(4)	08/28/2018		A	25,285	(5)	09/15/2021	Class A Common Stock	25,285

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHTER BRET 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001			EVP, CFO & Treasurer	

Signatures

/s/ Mark C. Cresitello, Attorney-in-Fact for Bret Richter 08/30/2018

__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).
- Each performance restricted stock unit ("PSU") was granted on September 11, 2015 under the MSG Networks Inc. ("Networks") 2010 Employee Stock Plan, as amended. The PSUs vested on August 28, 2018 upon the achievement of performance criteria established at the time of grant.
- (1) Represents PSUs Networks withheld to satisfy tax withholding obligations in connection with the vesting of PSUs described in footnote 1 above, exempt under Rule 16b-3.
 - (2) Reporting Person disclaim beneficial ownership of all securities of Networks beneficially owned and deemed to be beneficially owned by his minor child and this filing shall not be deemed an admission that Reporting Person is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
 - (3)
 - (4)

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Each restricted stock unit ("RSU") is granted under the Networks 2010 Employee Stock Plan, as amended, and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.

(5) The RSUs are scheduled to vest in three equal installments on September 15, 2019, September 15, 2020 and September 15, 2021.

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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