RICHTER BRET

Form 4

September 13, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> RICHTER BRET			Symbol	and Ticker or Trading ORKS INC. [MSGN]	5. Relationship of Reporting Person(s) to Issuer			
					(Che	eck all applicable)		
(Last)	(First)	(Middle)	3. Date of Earlies	st Transaction				
			(Month/Day/Yea	r)		10% Owner		
11 PENNS	YLVANIA PL	LAZA	09/11/2018		below)	ve title Other (specify below) CFO & Treasurer		
(Street)			4. If Amendment	, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Month/Day/	Year)				
						One Reporting Person		
NEW YOR	RK, NY 10001				Form filed by Person	More than One Reporting		
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Acq	quired, Disposed o	of, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deem	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature		

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securi on(A) or Do (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/11/2018		M	6,437	A	\$ 0 (1)	51,140	D	
Class A Common Stock	09/11/2018		F(2)	2,460	D	\$ 24.65	48,680	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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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 (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. Transact Code (Instr. 8)	Sec (A) (D) (D)	posed of str. 3, 4,	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/11/2018		M		6,437	<u>(1)</u>	09/11/2018	Class A Common Stock	6,437

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

09/13/2018

**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 restricted stock unit ("RSU") was granted on September 15, 2016 under the MSG Networks Inc. ("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. One-third of the RSUs vested and were settled on September 11, 2016. One-third of the RSUs vested and were settled on September 11, 2017. The remaining one-third of the RSUs will vest on September 11, 2018.
- (2) Represents RSUs of Networks withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnotes 1 above, exempt under Rule 16b-3.
- (3) 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

Reporting Owners 2

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purpose, the beneficial owner of such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.