

MSG NETWORKS INC.
Form S-8
February 02, 2017

As filed with the Securities and Exchange Commission on February 2, 2017

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MSG NETWORKS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

Eleven Pennsylvania Plaza

27-0624498
(I.R.S. employer
identification no.)

New York, New York 10001

(Address of principal executive offices, including zip code)

MSG Networks Inc. 2010 Employee Stock Plan, as amended

(Full title of each plan)

Lawrence J. Burian

Executive Vice President, General Counsel and Secretary

Eleven Pennsylvania Plaza

New York, New York 10001

(Name and address of agent for service)

(212) 465-6400

(Telephone number, including area code, of agent for service)

With a copy to:

John Mead, Esq.

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

(212) 558-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
MSG Networks Inc. Class A Common Stock, par value \$.01 per share	5,500,000 (1)	\$ 22.48 (2)	\$123,612,500 (2)	\$14,326.69 (2)

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Class A Common Stock which become issuable under the MSG Networks Inc. 2010 Employee Stock Plan, as amended, pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction which results in an increase in the number of the Registrant's outstanding shares of Class A Common Stock.
- (2) Estimated on the basis of \$22.48 per share, the average of the high and low sales prices of MSG Networks Inc. Class A Common Stock as reported on the New York Stock Exchange on January 27, 2017 pursuant to Rule 457(c) and (h) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by MSG Networks Inc. (the Registrant), to register an additional 5,500,000 shares of the Registrant's Class A Common Stock, issuable under the MSG Networks Inc. 2010 Employee Stock Plan, as amended (the Plan). The Board of Directors of the Registrant approved the Plan on October 7, 2016, and on December 15, 2016 the Plan was approved by the Registrant's stockholders at the annual meeting.

In accordance with General Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8 registering 7,000,000 shares of Class A Common Stock issuable under the Plan and previously filed with the Securities and Exchange Commission (the SEC) on January 29, 2010 (File No. 333-164597) are hereby incorporated by reference herein, except to the extent supplemented, amended or superseded by the information set forth therein or herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant are incorporated herein by reference (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (a) The Registrant's Annual Report on Form 10-K for the year ended June 30, 2016 filed with the SEC on August 18, 2016;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed with the SEC on November 3, 2016;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2016 filed with the SEC on February 2, 2017;
- (d) The Registrant's Current Reports on Form 8-K filed with the SEC on August 18, 2016, September 15, 2016, September 16, 2016, November 3, 2016, December 15, 2016, and February 2, 2017; and
- (e) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 10-12B (File No. 001-34434) filed with the SEC on January 14, 2010, as amended, and any amendment or report filed for the purpose of updating such description.

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All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein to be a part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 2nd day of February, 2017.

MSG NETWORKS INC.

By: /s/ Lawrence J. Burian
 Name: Lawrence J. Burian
 Title: Executive Vice President, General
 Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ James L. Dolan	Executive Chairman and Director	February 2, 2017
James L. Dolan		
/s/ Andrea Greenberg	President and Chief Executive Officer	February 2, 2017
Andrea Greenberg		
/s/ Bret Richter	Executive Vice President,	February 2, 2017
Bret Richter	Chief Financial Officer and Treasurer	
/s/ Dawn Darino-Gorski	Senior Vice President, Controller and	February 2, 2017
Dawn Darino-Gorski	Principal Accounting Officer	
/s/ Charles F. Dolan	Director	February 2, 2017
Charles F. Dolan		
/s/ William J. Bell	Director	February 2, 2017
William J. Bell		
/s/ Paul J. Dolan	Director	February 2, 2017
Paul J. Dolan		

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/s/ Quentin F. Dolan	Director	February 2, 2017
Quentin F. Dolan		
/s/ Thomas C. Dolan	Director	February 2, 2017
Thomas C. Dolan		
/s/ Wilt Hildenbrand	Director	February 2, 2017
Wilt Hildenbrand		

/s/ Joseph J. Lhota	Director	February 2, 2017
Joseph J. Lhota		
/s/ Joel M. Litvin	Director	February 2, 2017
Joel M. Litvin		
/s/ Hank J. Ratner	Director	February 2, 2017
Hank J. Ratner		
/s/ Brian G. Sweeney	Director	February 2, 2017
Brian G. Sweeney		
/s/ John L. Sykes	Director	February 2, 2017
John L. Sykes		

INDEX TO EXHIBITS

Exhibit Number	Exhibit
4.1	Registrant's Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed on February 10, 2010)
4.2	Amendment to Registrant's Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on October 6, 2015)
4.3	Registrant's Amended By-Laws (incorporated herein by reference to Exhibit 3.2 to Registrant's Current Report on Form 8-K filed on October 6, 2015)
4.4	MSG Networks Inc. 2010 Employee Stock Plan, as amended (incorporated herein by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on October 27, 2016)
5	Opinion of Lawrence J. Burian
23.1	Consent of KPMG LLP
23.2	Consent of Lawrence J. Burian (contained in the Opinion filed as Exhibit 5)