(Street)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_	Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHAN
- 1	Section 10. Form 4 of Form 5	

## NGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

10% Owner

Other (specify below)

7. Nature of Indirect Beneficial Ownership

(Instr. 4)

11. Nature of Indirect

Beneficial Ownership (Instr. 4)

5. Relationship of Reporting Person(s) to Issuer

Joint Filing Group

6. Individual or Joint/Group Filing (Check Applicable

9. Number of derivative

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)

4.890.958

8,000,000

4,969,546

Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

10. Ownership

Form: Direct (D) or Indirect (I) (Instr. 4)

D(3)(4)

 $D^{(3)(6)}$ 

D<sup>(3)(8)</sup>

(Check all applicable) Director

of, or Beneficially Owned

Officer (give title below)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s) (Instr. 3 and 4)

8. Price of Derivative

Security (Instr. 5)

(1)

	tions may contii tion 1(b).	nue. <i>See</i>			Filed			Section 16( 30(h) of the							934		
		Reporting Person*	SATS GI	RA	- 1			me <b>and</b> Ticl r CORP				/mbol					ationsh k all ap Dire Offi
(Last) 9601 S. I	(F MERIDIAN	First) NBLVD.	(Middle)			3. Date 05/30/		arliest Trans	sactio	on (Mo	nth/D	ay/Year)					belo
(Street)	WOOD C	CO	80112			4. If An	nendr	ment, Date o	of Ori	iginal F	iled	(Month/Da	ıy/Yeaı	r)		Line)	ividual Foi
(City)	(\$	State)	(Zip)													X	For
1 Title of	Security (Ins		able I - No	_	eriva Transac		_	Jrities Ad	÷	ired, 3.	Dis						Owne
I. Title of	Security (IIIS	u. 3)		Da			Exe if a	Execution Date, if any (Month/Day/Year		Transaction Code (Instr.				es Acquired (A) or Of (D) (Instr. 3, 4 aı			Secur Benef Owne Repor
						(Month/Day/		onan Buy, rec	Ť			Amount	(A) or (D) Price		ice		
			Table II -						•	,			,			•	wned
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Ye	ie,	4. Transa Code 8)	action	5. N Der Sec Acc or D (D)	erivative				xercisable and		7. Title and Amo Securities Under Derivative Secur (Instr. 3 and 4)			8. Pric Deriva Securi (Instr.
					Code	v	(A)	(D)	Dat Exe	te ercisab		xpiration ate	Title		Amou Numb Share	er of	
Class B Common Stock	(1)	05/30/2018			G <sup>(2)</sup>			2,709,042		(1)		(1)	Clas Com: Sto	mon	2,709	9,042	(1)
Class B Common Stock	(5)									(5)		(5)	Clas Com: Sto	mon	8,000	0,000	
Class B Common Stock	(7)									(7)		(7)	Clas Com: Sto	mon	4,969	9,546	
		Reporting Person* E YEAR 2017	<sup>7</sup> SATS GI	RA'	<u>Γ</u>	·					Í			Í			
(Last) 9601 S.	MERIDIAN	(First) N BLVD.	(Middle	e)													
(Street)	WOOD	СО	80112	2													
(City)		(State)	(Zip)														
		Reporting Person* VEAR 2017 S		<u>T</u>													
(Last) 9601 S. I	MERIDIAN	(First) N BLVD.	(Middle	e)													
(Street)	WOOD	CO	80112	<u> </u>													
(City)		(State)	(Zip)														
		Reporting Person*															
(Last) 5701 S.	SANTA FE	(First)  DRIVE	(Middle	e)													

LITTLETON	СО	80123
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. On May 30, 2017, Charles W. Ergen established a Grantor Retained Annuity Trust ("GRAT"), the Ergen Three-Year 2017 SATS GRAT (the "2017 May GRAT"), and contributed a total of 7,600,000 Class B shares to the 2017 May GRAT. The 2017 May GRAT may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.
- 2. Pursuant to the terms of the 2017 May GRAT, 2,709,042 Class B shares were distributed as an annuity to Mr. Ergen on May 30, 2018, with the 2017 May GRAT retaining 4,890,958 Class B shares. The 2017 May GRAT is scheduled to expire in accordance with its terms on May 30, 2020.
- 3. There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner, except that the trust agreement for each GRAT contains an irrevocable provision that provides that the trustee will not dispose of any shares of the issuer held by the GRAT unless a Change of Control Event (as defined in Item 6 of the GRATs' Schedule 13D/A filed on December 1, 2017) occurs. The dispositive and voting power of the shares held by each of the GRATs is independent of each other.
- 4. These securities are owned directly by the 2017 May GRAT.
- 5. On November 30, 2017, Mr. Ergen established the Ergen Two-Year 2017 SATS GRAT (the "2017 November GRAT"), and contributed 8,000,000 Class B shares to the 2017 November GRAT. The 2017 November GRAT may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.
- 6. These securities are owned directly by the 2017 November GRAT.
- 7. On November 30, 2015, Mr. Ergen established the Ergen Three-Year 2015 SATS GRAT (the "2015 GRAT") and contributed a total of 9,000,000 Class B shares to such trust. The 2015 GRAT may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.
- 8. These securities are owned directly by the 2015 GRAT.

## Remarks:

/s/ Cantey M. Ergen, Trustee of the Ergen Three-Year 2017 06/01/2018 SATS GRAT, by Joseph Turitz, her Attorney-in-Fact /s/ Cantey M. Ergen, Trustee of the Ergen Two-Year 2017 SATS 06/01/2018 GRAT, by Joseph Turitz, her Attorney-in-Fact /s/ William R. Gouger, Trustee of the Ergen Three-Year 2015 06/01/2018 SATS GRAT, by Joseph Turitz, his Attorney-in-Fact \*\* Signature of Reporting Person

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

- \* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.