FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	√AL
	OMB Number:	3235-0287
l	Estimated average burden	
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

					0	36011011 31	u(n) of the ir	ivesunen	CON	ipariy Act 0	1 1940						
							and Ticker of work CO		(Chec	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner							
(Last) (First) (Middle) 9601 S. MERIDIAN BLVD.					ate of Earlie 04/2023	est Transacti	ion (Mon	th/Day	//Year)	X	X Officer (give title Other (specify below)  CHAIRMAN						
(Street) ENGLEWOOD CO 80112					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person  X Form filed by More than One Reporting P										,	
(City)		(State)	(Zip)		Rule 10b5-1(c) Transaction Indication												
						Check this baffirmative d	ox to indicate efense condit	that a tra	nsactio	on was made 5-1(c). See I	pursuant Instruction	to a contract, ins 10.	truction or writte	en plan tha	at is inten	nded to satis	fy the
			Table I - No	n-Der	ivativ	e Secur	ities Acq	uired,	Disp	osed of	, or Be	neficially O	wned				
1. Title of Security (Instr. 3) 2. Tran					2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code V		(A) (D)	or Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
	Common S			_									85,58		_	D	
Class A (	Common S	tock											21,58	39		I	<b>I</b> (1)
	Common S			_									448		I		I(2)
	Common S			-		_			L	-	+		2,817		I		I <sup>(3)</sup>
	Common S												2,168,			I	I <sup>(5)</sup>
	Common S												6,699,			I	I(6)
Class A (	Common S	tock						+					26,000,000		I		<b>I</b> (7)
												eficially Ow	ned				·
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		Derivative Securities		6. Date Exercise Expiration Date (Month/Day/Yea		sable and	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned	ive ies cially	e Ownersh	Beneficial Ownership
	Security			Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares	Follow Report Transa (Instr. 4		ing (I) (Instr. ed ction(s)		
Class B Common Stock	(8)	12/04/2023		G <sup>(9)</sup>			1,983,348	(8)		(8) Class A Common Stock			\$ \$0	(	0 I		I <sub>(8)</sub>
Class B Common Stock	(8)	12/04/2023		G <sup>(9)</sup>		1,983,348		(8)		(8)	Class A Common Stock 1,983,348		\$ \$0	2,144,588		D	
Class B Common Stock	(8)							(8)		(8)	Class A Common Stock	28,000,00	0	28,00	0,000	I	I <sup>(7)</sup>
Class B Common Stock	(8)							(8)		(8)	Class A Common Stock		0	63,79	0,620	I	I <sup>(6)</sup>
Class B Common Stock	(8)							(8)		(8)	Class A Common Stock		0	55,00	0,000	I	I(10)
Class B Common Stock	(8)							(8)		(8)	Class A Common Stock	89,500,00	0	89,50	0,000	I	I <sup>(11)</sup>
	nd Address o	of Reporting Person* LES W	,														
(Last) 9601 S. I	MERIDIA	(First) N BLVD.	(Middle)														
(Street) ENGLEWOOD CO 80112																	
(City)		(State)	(Zip)														
	ad Addroso s	of Reporting Person*															

(Middle)

9601 S. MERIDIAN BLVD.

(Street) ENGLEWOOD	СО	80112
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. Held by Mr. Ergen in a 401(k) account.
- 2. Held by Mrs. Cantey M. Ergen, Mr. Ergen's spouse.
- 3. Held by Mrs. Ergen in a 401(k) account.
- 4. The shares are owned beneficially by the reporting persons' child. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- 5. The shares are held by a charitable foundation. The reporting persons are officers of the charitable foundation and share voting and dispositive power for the foundation. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- 6. The shares are held by Telluray Holdings, LLC. Mr. Ergen and Mrs. Ergen are the managers of Telluray Holdings, LLC. Mrs. Ergen, as a manager of Telluray Holdings, LLC, has sole voting power over the Class A shares and Class B shares held by Telluray Holdings, LLC, and Mr. Ergen and Mrs. Ergen, as the managers of Telluray Holdings, LLC, share dispositive power over the Class A shares and Class B shares held by Telluray Holdings, LLC. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- The Ergen Two-Year May 2023 DISH GRAT holds 26,000,000 Class A shares and 28,000,000 Class B shares and is scheduled to expire in accordance with its terms on May 12, 2025. Mrs. Ergen serves as the trustee of such GRAT.
- 8. The holder of the Class B shares 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.
- 9. Pursuant to the terms of the Ergen Two-Year December 2021 DISH GRAT, 1,983,348 Class B shares were distributed as an annuity to Mr. Ergen on December 4, 2023. Following this distribution, the Ergen Two-Year December 2021 DISH GRAT expired pursuant to its terms.
- 10. The Ergen Two-Year December 2022 DISH GRAT holds 55,000,000 Class B shares and is scheduled to expire in accordance with its terms on December 22, 2024. Mrs. Ergen serves as the trustee of such GRAT.
- 11. The Ergen Two-Year June 2023 DISH GRAT holds 89,500,000 Class B shares and is scheduled to expire in accordance with its terms on June 26, 2025. Mrs. Ergen serves as the trustee of such GRAT.

/s/ Charles W. Ergen, by Timothy
A. Messner, Attorney-in-Fact

12/06/2023

/s/ Cantey M. Ergen, by Timothy

12/06/2023

A. Messner, Attorney-in-Fact

\*\* Signature of Reporting Person

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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.