SEC Form 4

CURITIES AND EXCHANGE COMMISSION -~ 0

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Sectio	this box if no long n 16. Form 4 of ontinue. See In		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940								Ļ	Estimated average burden hours per response:			0.5			
		f Reporting Person	*				ame and Ticker of							onship of Re all applicable		Person(s) to Issue	r
ERGEN CHARLES W													Director X 10% Owner Officer (give title Other (specify					
(Last) (First) (Middle) 9601 S. MERIDIAN BLVD.						3. Date of Earliest Transaction (Month/Day/Year) 12/22/2022							X Oncer (give the Other (specify below) below) CHAIRMAN					
(Street) ENGLEWOOD CO 80112					 4. If Amendment, Date of Original Filed (Month/I 					onth/Day/Yea	Form filed by One Reporting Person							
(City)		(State)	(Zip)	(Zip)							л	Forminied	by More	than On	e Reporti	ig reison		
			Table I - No	n-De	rivat	tive Se	curities Acq	uired,	Disp	osed of,	or Bene	ficially	/ Owr	ned				
1. Title of Security (Instr. 3)			2. Transact Date (Month/Day		y/Year)	2A. Deemed Execution Date, f any Month/Day/Year)			s Acquired (A) or of (D) (Instr. 3, 4 and 5)		5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	Code V	Amount	(A) or (D) F			(Instr. 3 and 4)				(
	Common St			12	/23/2	2022		G	v	700	D	\$	0	1,084,7	43		D	
	Common St								_		_		_	353	7		I	I ⁽¹⁾
	Common St								-			+	\rightarrow	21,44			I I	I ⁽²⁾ I ⁽³⁾
	Common St			-					\vdash		-		-+	10,95			I	I I ⁽⁴⁾
Class A (Common St	ock												2,168,9	75		I	I ⁽⁵⁾
Class A Common Stock														6,699,4	89		I	I ⁽⁶⁾
Class A	Class A Common Stock													25,000,	,000		I	I ⁽⁷⁾
			Table II -				urities Acqui s, warrants,						Owne	ed				
1. Title of Derivative Security (Instr. 3)	Conversion Date or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir		5. Nun Deriva Acqui	nber of tive Securities red (A) or sed of (D) (Instr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		ing	8. Price of 9. Nun Derivative deriva Security Security (Instr. 5) Benefi Owned		tive Owners ties Form: cially Direct (Ownersh	D) Ownersh	
	Security			Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount Number Shares			Followi Reporte	owing (I) (orted saction(s)	(I) (Instr.	
Class B Common Stock	(8)	12/22/2022		G ⁽⁹⁾	v		24,298,841	(8)	(8)	Class A Common Stock	24,298	8,841	\$0	(D	Ι	I (9)
Class B Common Stock	(8)	12/22/2022		G ⁽⁹⁾	v	24,298	,841	(8)	(8)	Class A Common Stock	24,298	3,841	\$0	55,35	7,301	D	
Class B Common Stock	(8)	12/22/2022		G ⁽¹⁰⁾	v		55,000,000	(8)	(8)	Class A Common Stock	55,000),000	\$0	357	,301	D	
Class B Common Stock	(8)	12/22/2022		G ⁽¹⁰⁾	v	55,000	,000	(8)	(8)	Class A Common Stock	55,000),000	\$0	55,000,000		I	I (10)
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	63,790),620		63,79	0,620	Ι	I ⁽⁶⁾
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	2,645	,957		2,64	5,957	I	I ⁽¹¹⁾
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	4,857	,982		4,851	7,982	I	I ⁽¹²⁾
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	87,000),000		87,00	0,000	I	I ⁽¹³⁾
Class B Common Stock	(8)					_	_	(8)	(8)	Class A Common Stock	1,983	,348		1,983	3,348	I	I ⁽¹⁴⁾
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	22,800),000		22,80	0,000	Ι	I ⁽⁷⁾
	nd Address of N CHAR	f Reporting Person	•															

9601 S. MERIDIAN BLVD. (Street)

80112

ENGLEWOOD	СО	

(City)	(State)	(Zip)	
1. Name and Address	1 0		
(Last) 9601 S. MERIDIA	(First) N BLVD.	(Middle)	
(Street) ENGLEWOOD	СО	80112	
(City)	(State)	(Zip)	

Explanation of Responses

1. Held by Mrs. Cantey M. Ergen, Mr. Ergen's spouse.

2. Held by Mr. Charles W. Ergen in a 401(k) account.

3. Held by Mrs. Cantey M. 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, 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.

7. The Ergen Two-Year May 2022 DISH GRAT holds 25,000,000 Class A shares and 22,800,000 Class B shares and is scheduled to expire in accordance with its terms on May 12, 2024. Mrs. Cantey M. 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 2020 DISH GRAT, 24,298,841 Class B shares were distributed as an annuity to Mr. Ergen on December 22, 2022. Following this distribution, the Ergen Two-Year December 2020 GRAT expired pursuant to its terms.

10. On December 22, 2022, Charles W. Ergen established the Ergen Two-Year December 2022 DISH GRAT (the "Two-Year December 2022 DISH GRAT") and contributed 55,000,000 Class B shares to the Two-Year December 2022 DISH GRAT. The Two-Year December 2022 DISH 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. The Two-Year December 2022 DISH GRAT is scheduled to expire in accordance with its terms on December 22, 2024. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.

11. The Ergen Two-Year June 2021 DISH GRAT holds 2,645,957 Class B shares and is scheduled to expire in accordance with its terms on June 3, 2023. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.

12. The Ergen Two-Year March 2021 DISH GRAT holds 4,857,982 Class B shares and is scheduled to expire in accordance with its terms on March 30, 2023. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.

The Ergen Two-Year June 2022 DISH GRAT holds 87,000,000 Class B shares and is scheduled to expire in accordance with its terms on June 23, 2024. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.
 The Ergen Two-Year December 2021 DISH GRAT holds 1,983,348 Class B Shares and is scheduled to expire in accordance with its terms on December 3, 2023. Mrs. Cantey M. Ergen serves as the trustee of such GRAT.

 /s/ Charles W Ergen, by Brandon
 12/27/2022

 Ehrhart, Attorney-in-Fact
 12/27/2022

 /s/ Cantey M. Ergen, by Brandon
 12/27/2022

 Ehrhart, Attorney-in-Fact
 12/27/2022

 ** Signature of Reporting Person
 Date

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.