

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 4, 2014**

**DISH NETWORK CORPORATION**

(Exact name of registrant as specified in its charter)

**NEVADA**  
(State or other jurisdiction  
of incorporation)

**0-26176**  
(Commission File Number)

**88-0336997**  
(IRS Employer  
Identification No.)

**9601 SOUTH MERIDIAN BLVD.  
ENGLEWOOD, COLORADO**  
(Address of principal executive offices)

**80112**  
(Zip Code)

**(303) 723-1000**  
(Registrant's telephone number, including area code)

**DISH DBS CORPORATION**

(Exact name of registrant as specified in its charter)

**COLORADO**  
(State or other jurisdiction of  
incorporation)

**333-31929**  
(Commission File Number)

**84-1328967**  
(IRS Employer  
Identification No.)

**9601 SOUTH MERIDIAN BLVD.  
ENGLEWOOD, COLORADO**  
(Address of principal executive offices)

**80112**  
(Zip Code)

**(303) 723-1000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On November 4, 2014, DISH Network Corporation issued a press release reporting financial results for the quarter ended September 30, 2014. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. DISH Network Corporation's investor summary for the quarter ended September 30, 2014 is attached hereto as Exhibit 99.2 and incorporated herein by reference.

The information contained in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, is being furnished and shall not be deemed "filed" with the Securities and Exchange Commission or otherwise incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press Release "DISH Network Reports Third Quarter 2014 Financial Results" dated November 4, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

DISH NETWORK CORPORATION  
DISH DBS CORPORATION

Date: November 4, 2014

By: /s/ Steven E. Swain  
Steven E. Swain  
Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Press Release "DISH Network Reports Third Quarter 2014 Financial Results" dated November 4, 2014.
Exhibit 99.2	Investor Summary for the quarter ended September 30, 2014.

**DISH Network Reports Third Quarter 2014 Financial Results**

**ENGLEWOOD, Colo., Nov. 4, 2014** — DISH Network Corporation (NASDAQ: DISH) today reported revenue totaling \$3.68 billion for the quarter ending Sept. 30, 2014, compared to \$3.51 billion for the corresponding period in 2013. Subscriber-related revenue increased 5.3 percent to \$3.65 billion from \$3.46 billion in the year-ago period.

Net income attributable to DISH Network totaled \$146 million for the quarter ending Sept. 30, 2014, compared to net income of \$315 million from the year-ago quarter. Diluted earnings per share for the quarter ending Sept. 30, 2014 were \$0.31, compared with \$0.68 during the same period in 2013.

Pay-TV ARPU for the third quarter totaled \$84.39, compared to the year-ago period's pay-TV ARPU of \$80.98. Pay-TV subscriber churn rate increased slightly to 1.67 percent versus 1.66 percent for third quarter 2013.

Total pay-TV customers decreased by approximately 12,000 in the quarter. DISH closed the third quarter with 14.041 million pay-TV subscribers, compared to 14.049 million pay-TV subscribers at the end of third quarter 2013. DISH activated approximately 691,000 gross new pay-TV subscribers, compared to approximately 734,000 gross new pay-TV subscribers in the prior year's third quarter.

DISH added approximately 28,000 net broadband subscribers in the third quarter, bringing its broadband subscriber base to approximately 553,000. DISH added approximately 75,000 net broadband subscribers in the third quarter 2013.

**Year-to-Date Review**

For the first nine months of 2014, DISH Network's revenue of \$10.96 billion increased 5.7 percent, compared to \$10.37 billion in revenue from the same period last year. Subscriber-related revenue increased 5.7 percent to \$10.85 billion in the first nine months of 2014 from \$10.26 billion from the year-ago period. Year to date, net income attributable to DISH Network totaled \$535 million compared with \$519 million during the same period last year. Diluted earnings per share were \$1.16 for the first nine months of 2014, compared with \$1.13 during the same period in 2013.

Detailed financial data and other information are available in DISH Network's Form 10-Q for the quarter ended Sept. 30, 2014, filed today with the Securities and Exchange Commission.

DISH Network will host its third quarter 2014 financial results conference call today at noon ET. The dial-in numbers are (800) 616-6729 (U.S.) and (763) 488-9145, conference ID number 15358203.

A webcast replay will be available on DISH's Investor Relations website [<http://dish.client.shareholder.com>] today from 6 p.m. to 12 a.m. ET.

**About DISH**

DISH Network Corporation (NASDAQ: DISH), through its subsidiaries, provides approximately 14.041 million pay-TV subscribers, as of September 30, 2014, with the highest quality programming and technology with the most choices at the best value. Subscribers enjoy a high definition line-up with more than 200 national HD channels, the most international channels, and award-winning HD and DVR technology. DISH Network Corporation is a Fortune 250 company. Visit [www.dish.com](http://www.dish.com).

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# QUARTERLY INVESTOR SUMMARY

November 4, 2014



# DISH NETWORK REPORTS

## THIRD QUARTER 2014

### FINANCIAL RESULTS

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Total pay-TV customers decreased by approximately 12,000 in the quarter. DISH closed the third quarter with 14.041 million pay-TV subscribers, compared to 14.049 million pay-TV subscribers at the end of third quarter 2013. DISH activated approximately 691,000 gross new pay-TV subscribers, compared to approximately 734,000 gross new pay-TV subscribers in the prior year's third quarter.

DISH added approximately 28,000 net broadband subscribers in the third quarter, bringing its broadband subscriber base to approximately 553,000. DISH added approximately 75,000 net broadband subscribers in the third quarter 2013.

#### **Year-to-Date Review**

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DISH 3Q14 Financial Results  
Conference Call – Noon ET Today  
U.S. or Canada 800-616-6729  
Internationally 763-488-9145  
Conference ID:15358203

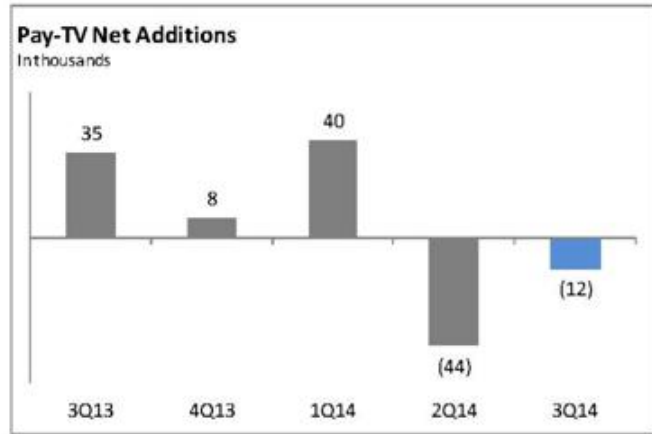
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# DISH SEGMENT – PAY-TV METRICS

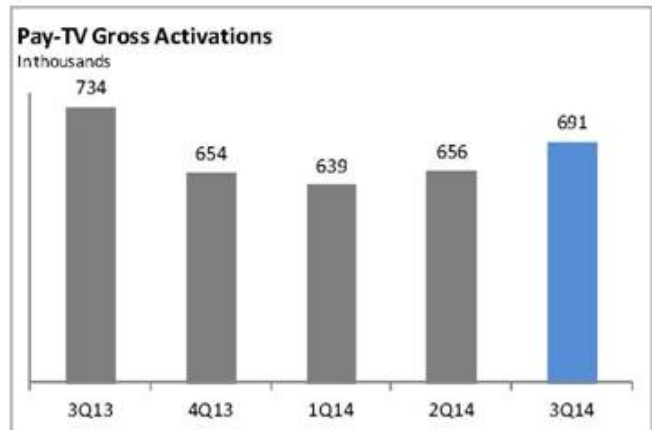
## Pay-TV Net Additions

DISH lost approximately 12,000 net Pay-TV subscribers during 3Q14, compared to the addition of approximately 35,000 net Pay-TV subscribers during 3Q13. The decrease in net Pay-TV subscriber additions versus the same period in 2013 primarily resulted from lower gross new Pay-TV subscriber activations.



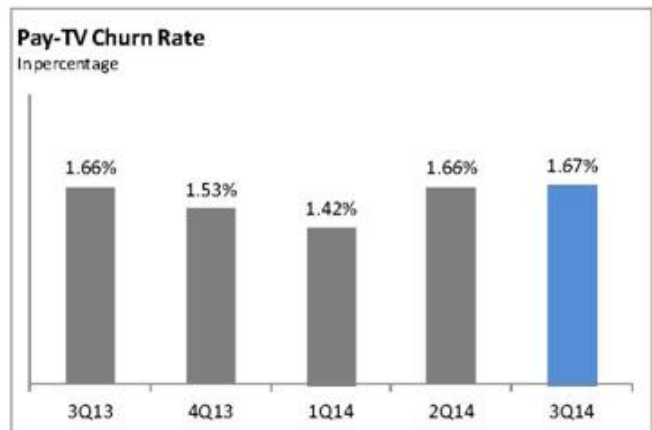
## Pay-TV Gross Activations

During 3Q14, DISH activated approximately 691,000 gross new Pay-TV subscribers compared to approximately 734,000 gross new Pay-TV subscribers during 3Q13, a decrease of 5.9%. Our gross new Pay-TV subscriber activations continue to be negatively impacted by increased competitive pressures, including aggressive marketing, discounted promotional offers, and more aggressive retention efforts.



## Pay-TV Churn

Our Pay-TV churn rate for 3Q14 was 1.67% compared to 1.66% during 3Q13. Our Pay-TV churn rate continues to be adversely affected by increased competitive pressures, including aggressive marketing, and discounted promotional offers. Our Pay-TV churn rate is also impacted by, among other things, the credit quality of previously acquired subscribers, our ability to consistently provide outstanding customer service, price increases, service interruptions driven by programming disputes, and our ability to control piracy and other forms of fraud.

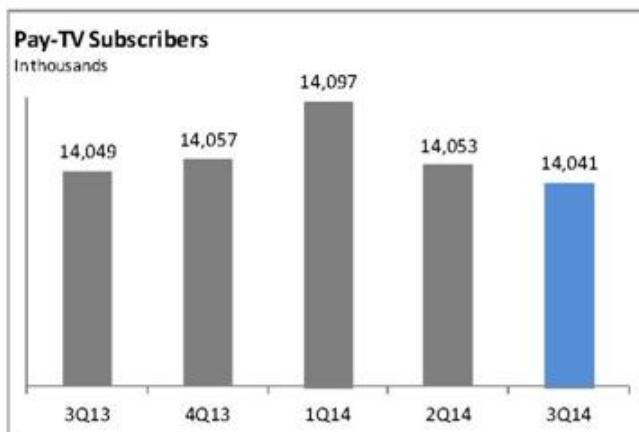




# DISH SEGMENT – PAY-TV METRICS-CONTINUED

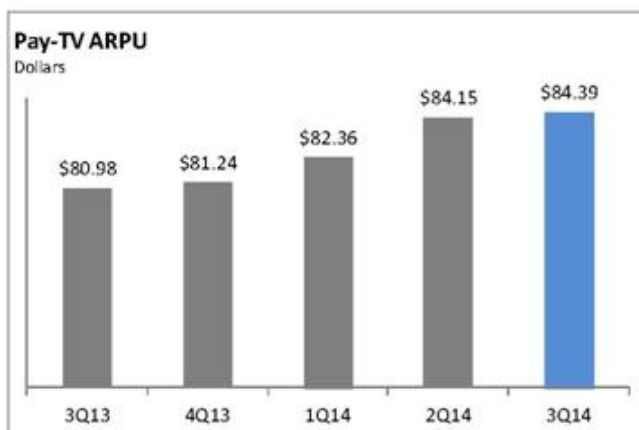
## Pay-TV Subscribers

DISH closed the third quarter with 14.041 million Pay-TV subscribers compared to 14.049 million Pay-TV subscribers at the end of 3Q13.



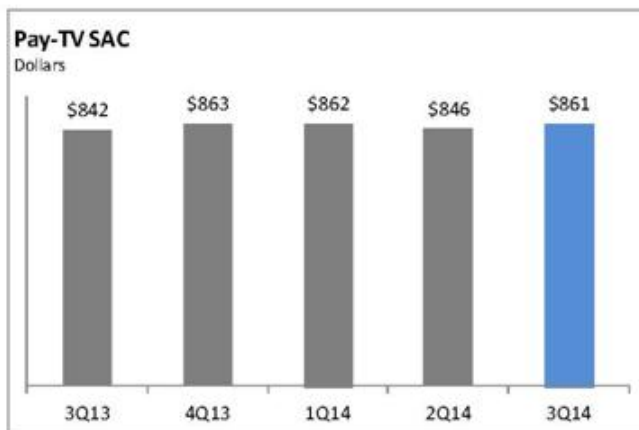
## Pay-TV ARPU

Pay-TV average monthly revenue per subscriber (Pay-TV ARPU) was \$84.39 during 3Q14 versus \$80.98 during 3Q13. The \$3.41 or 4.2% increase in Pay-TV ARPU was primarily attributable to the programming package price increases in February 2014, higher hardware related revenue, and increased advertising services revenue.



## Pay-TV SAC

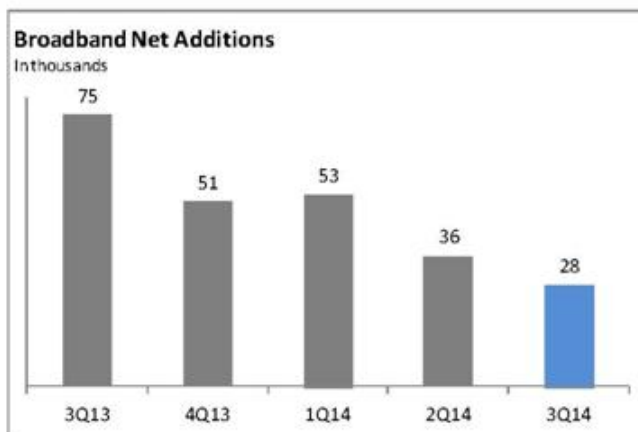
Pay-TV Subscriber Acquisition Cost (Pay-TV SAC) was \$861 during 3Q14 compared to \$842 during 3Q13, an increase of \$19 or 2.3%. This change was primarily attributable to an increase in advertising costs, partially offset by a decrease in hardware costs per activation. The increase in advertising costs resulted from additional brand advertising to increase awareness of our college football programming.



# DISH SEGMENT – BROADBAND METRICS

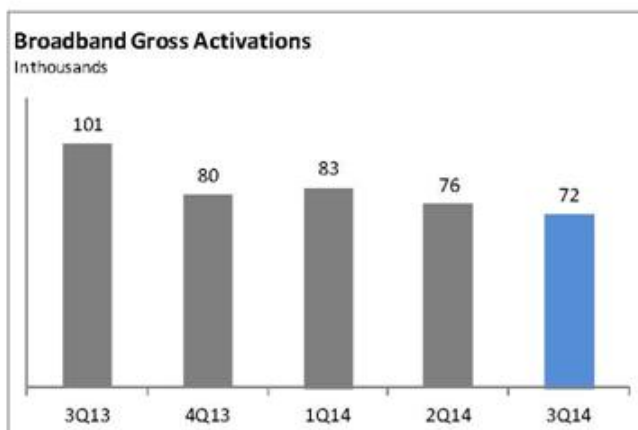
## Broadband Net Additions

DISH added approximately 28,000 net Broadband subscribers during 3Q14 compared to the addition of approximately 75,000 net Broadband subscribers during 3Q13. This decrease in net Broadband subscriber additions versus 3Q13 resulted from lower gross new Broadband subscriber activations and a higher number of customer disconnects.



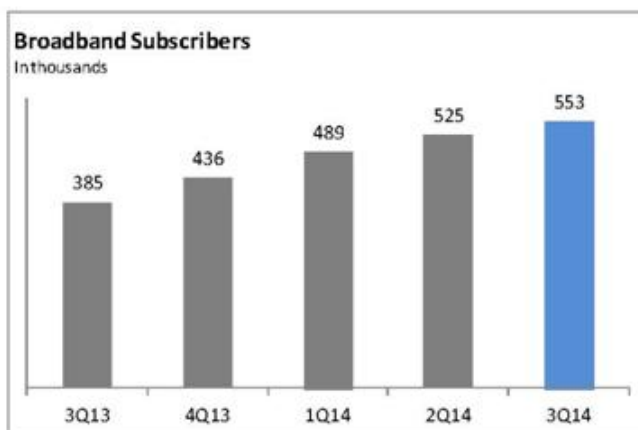
## Broadband Gross Activations

During 3Q14 and 3Q13, DISH activated approximately 72,000 and 101,000 gross new Broadband subscribers, respectively. Gross new Broadband subscriber activations declined due to stricter credit policies and satellite capacity constraints in certain geographic areas. Customer disconnects were higher due to a larger Broadband subscriber base in 3Q14 compared to 3Q13.



## Broadband Subscribers

DISH closed 3Q14 with 553,000 Broadband subscribers compared to 385,000 Broadband subscribers at the end of 3Q13.

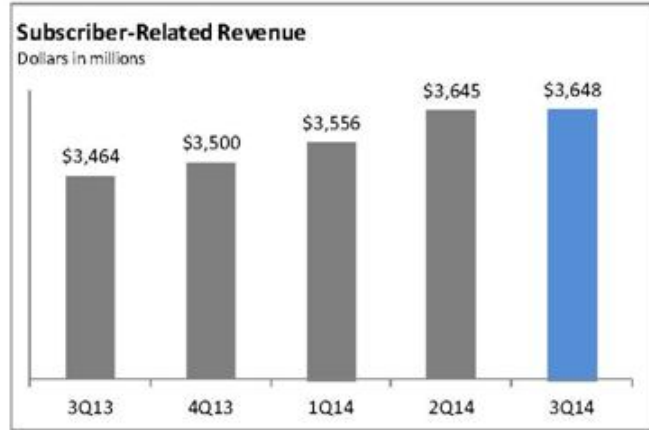




# SELECTED FINANCIAL RESULTS

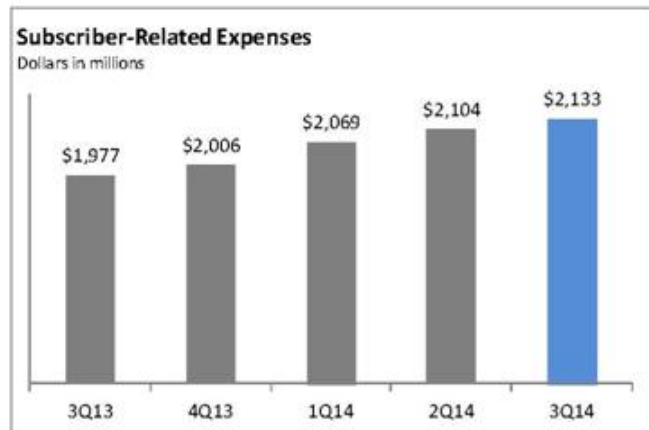
## Subscriber-Related Revenue

Subscriber-related revenue totaled \$3.648 billion for 3Q14, an increase of \$184 million or 5.3% compared to 3Q13. The change in Subscriber-related revenue from 3Q13 was primarily related to the increase in Pay-TV ARPU discussed previously and revenue from broadband services. Included in Subscriber-related revenue was \$98 million and \$60 million of revenue related to our broadband services for 3Q14 and 3Q13, respectively.



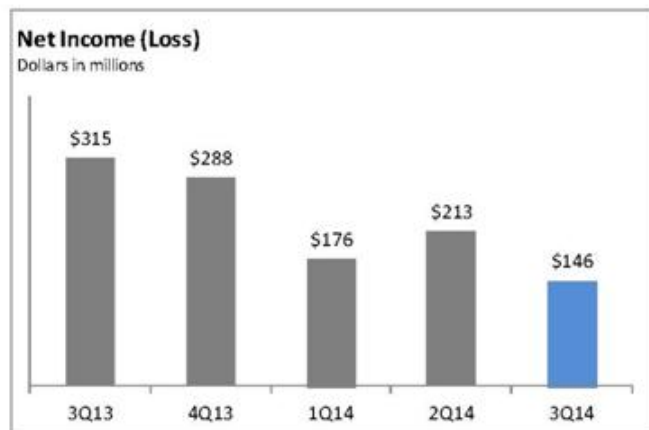
## Subscriber-Related Expenses

Subscriber-related expenses totaled \$2.133 billion during 3Q14, an increase of \$156 million or 7.9% compared to 3Q13. The increase in Subscriber-related expenses was primarily attributable to higher pay-TV programming costs and higher Broadband subscriber-related expenses due to the increase in our Broadband subscriber base. The increase in programming costs was driven by rate increases in certain of our programming contracts, including the renewal of certain contracts at higher rates. Included in Subscriber-related expenses was \$60 million and \$38 million of expense related to our broadband services for 3Q14 and 3Q13, respectively.



## Net Income (Loss)

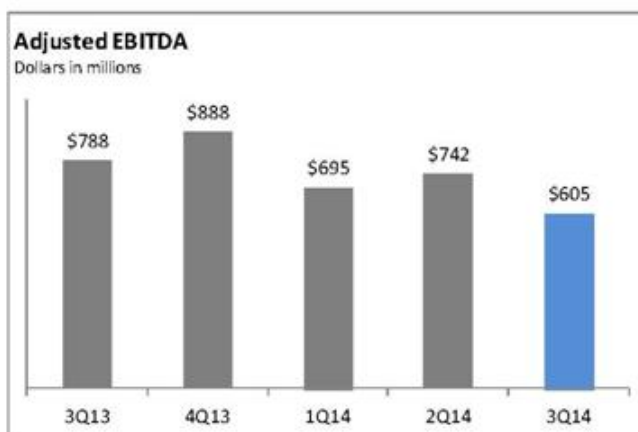
Net income attributable to DISH Network was \$146 million during 3Q14, a decrease of \$169 million compared to \$315 million for 3Q13.



# SELECTED FINANCIAL RESULTS-CONTINUED

## Adjusted EBITDA

Adjusted EBITDA was \$605 million during 3Q14, a decrease of \$183 million or 23.2% compared to 3Q13. Adjusted EBITDA for 3Q14 was negatively impacted by Other, net expense of \$56 million. Adjusted EBITDA for 3Q13 was positively impacted by Other, net income of \$110 million.



## Non-GAAP Reconciliation- Adjusted EBITDA to Net Income

	Quarter To Date				9/30/2014
	9/30/2013	12/31/2013	3/31/2014	6/30/2014	
	(In thousands)				
<b>Adjusted EBITDA</b>					
Adjusted EBITDA.....	\$ 787,845	\$ 888,281	\$ 695,443	\$ 741,657	\$ 604,794
Interest expense, net.....	(149,427)	(151,343)	(161,830)	(134,557)	(129,296)
Income tax (provision) benefit, net.....	(38,140)	(175,625)	(108,462)	(121,892)	(60,089)
Depreciation and amortization.....	(253,036)	(266,178)	(249,220)	(271,895)	(269,890)
Income (loss) from continuing operations attributable to DISH Network.....	347,242	295,135	175,931	213,313	145,519
Plus: Income (loss) from discontinued operations, net of tax.....	(32,334)	(7,097)	-	-	-
<b>Net income (loss) attributable to DISH Network.....</b>	<b>\$ 314,908</b>	<b>\$ 288,038</b>	<b>\$ 175,931</b>	<b>\$ 213,313</b>	<b>\$ 145,519</b>

**Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA").** Adjusted EBITDA is defined as "Net income (loss) attributable to DISH Network" less "Net income (loss) from discontinued operations, net of tax" plus "Interest expense, net of amounts capitalized" net of "Interest income," "Income tax (provision) benefit, net" and "Depreciation and amortization." Adjusted EBITDA is not a measure determined in accordance with accounting principles generally accepted in the United States ("GAAP") and should not be considered a substitute for operating income, net income or any other measure determined in

accordance with GAAP. Adjusted EBITDA is used as a measurement of operating efficiency and overall financial performance and we believe it to be a helpful measure for those evaluating companies in the pay-TV industry. Conceptually, Adjusted EBITDA measures the amount of income from continuing operations generated each period that could be used to service debt, pay taxes and fund capital expenditures. Adjusted EBITDA should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.



# CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share amounts)

(Unaudited)

	As of	
	September 30, 2014	December 31, 2013
<b>Assets</b>		
<i>Current Assets:</i>		
Cash and cash equivalents	\$ 4,750,556	\$ 4,700,022
Marketable investment securities	4,521,549	5,039,382
Trade accounts receivable - other, net of allowance for doubtful accounts of \$20,178 and \$15,981, respectively	979,657	902,416
Trade accounts receivable - EchoStar, net of allowance for doubtful accounts of zero	48,136	55,102
Inventory	528,011	512,707
Deferred tax assets	136,239	129,864
Prepaid income taxes	53,876	118,021
Current assets - discontinued operations	-	68,239
Derivative financial instruments	251,030	292,507
Other current assets	144,733	495,186
<b>Total current assets</b>	<b>11,413,787</b>	<b>12,313,446</b>
<i>Noncurrent Assets:</i>		
Restricted cash and marketable investment securities	92,774	94,861
Property and equipment, net	3,802,802	4,097,711
FCC authorizations	4,968,171	3,296,665
Marketable and other investment securities	465,158	151,273
Noncurrent assets - discontinued operations	-	9,965
Other noncurrent assets, net	380,739	392,509
<b>Total noncurrent assets</b>	<b>9,709,644</b>	<b>8,042,984</b>
<b>Total assets</b>	<b>\$21,123,431</b>	<b>\$20,356,430</b>
<b>Liabilities and Stockholders' Equity (Deficit)</b>		
<i>Current Liabilities:</i>		
Trade accounts payable - other	\$ 241,853	\$ 281,932
Trade accounts payable - EchoStar	303,623	355,023
Deferred revenue and other	898,691	843,386
Accrued programming	1,499,216	1,242,129
Accrued interest	203,960	232,734
Other accrued expenses	738,003	512,081
Current liabilities - discontinued operations	-	49,471
Current portion of long-term debt and capital lease obligations	1,581,401	1,034,893
<b>Total current liabilities</b>	<b>5,466,747</b>	<b>4,551,649</b>
<i>Long-Term Obligations, Net of Current Portion:</i>		
Long-term debt and capital lease obligations, net of current portion	11,789,609	12,596,793
Deferred tax liabilities	1,976,738	1,945,690
Long-term liabilities - discontinued operations	-	19,804
Long-term deferred revenue, distribution and carriage payments and other long-term liabilities	324,032	245,489
<b>Total long-term obligations, net of current portion</b>	<b>14,090,379</b>	<b>14,807,776</b>
<b>Total liabilities</b>	<b>19,557,126</b>	<b>19,359,425</b>
<b>Commitments and Contingencies</b>		
Redeemable noncontrolling interest	21,408	-
<i>Stockholders' Equity (Deficit):</i>		
Class A common stock	2,785	2,760
Class B common stock	2,384	2,384
Additional paid-in capital	2,627,099	2,588,224
Accumulated other comprehensive income (loss)	166,832	173,872
Accumulated earnings (deficit)	314,062	(220,701)
Treasury stock, at cost	(1,569,459)	(1,569,459)
<b>Total DISH Network stockholders' equity (deficit)</b>	<b>1,543,703</b>	<b>977,080</b>
Noncontrolling interest	1,194	19,925
<b>Total stockholders' equity (deficit)</b>	<b>1,544,897</b>	<b>997,005</b>
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$21,123,431</b>	<b>\$20,356,430</b>

# CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except per share amounts)  
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2014	2013	2014	2013
<b>Revenue:</b>				
Subscriber-related revenue.....	\$ 3,647,850	\$ 3,463,753	\$ 10,849,138	\$ 10,264,684
Equipment sales and other revenue.....	16,268	25,200	64,786	74,447
Equipment sales, services and other revenue - EchoStar.....	15,233	16,068	47,744	27,194
Total revenue.....	<u>3,679,351</u>	<u>3,505,021</u>	<u>10,961,668</u>	<u>10,366,325</u>
<b>Costs and Expenses (exclusive of depreciation shown separately below):</b>				
Subscriber-related expenses.....	2,132,583	1,976,712	6,305,951	5,812,325
Satellite and transmission expenses.....	181,230	141,440	511,683	400,517
Cost of sales - equipment, services and other.....	24,240	25,694	82,198	69,188
<b>Subscriber acquisition costs:</b>				
Cost of sales - subscriber promotion subsidies.....	58,608	69,579	189,793	214,811
Other subscriber acquisition costs.....	264,200	313,217	770,487	822,752
Subscriber acquisition advertising.....	163,715	113,522	431,851	357,191
Total subscriber acquisition costs.....	<u>486,523</u>	<u>496,318</u>	<u>1,392,131</u>	<u>1,394,754</u>
General and administrative expenses.....	196,376	191,427	589,149	566,896
Depreciation and amortization.....	269,890	253,036	791,005	787,848
Impairment of long-lived assets.....	-	-	-	437,575
Total costs and expenses.....	<u>3,290,842</u>	<u>3,084,627</u>	<u>9,672,117</u>	<u>9,469,103</u>
Operating income (loss).....	<u>388,509</u>	<u>420,394</u>	<u>1,289,551</u>	<u>897,222</u>
<b>Other Income (Expense):</b>				
Interest income.....	14,109	39,957	46,485	120,904
Interest expense, net of amounts capitalized.....	(143,405)	(189,384)	(472,168)	(565,681)
Other, net.....	(56,089)	110,497	(52,444)	218,595
Total other income (expense).....	<u>(185,385)</u>	<u>(38,930)</u>	<u>(478,127)</u>	<u>(226,182)</u>
Income (loss) before income taxes.....	203,124	381,464	811,424	671,040
Income tax (provision) benefit, net.....	(60,089)	(38,140)	(290,443)	(124,202)
Income (loss) from continuing operations.....	143,035	343,324	520,981	546,838
Income (loss) from discontinued operations, net of tax.....	-	(32,334)	-	(40,246)
Net income (loss).....	143,035	310,990	520,981	506,592
Less: Net income (loss) attributable to noncontrolling interest.....	(2,484)	(3,918)	(13,782)	(12,862)
Net income (loss) attributable to DISH Network.....	<u>\$ 145,519</u>	<u>\$ 314,908</u>	<u>\$ 534,763</u>	<u>\$ 519,454</u>
<b>Weighted-average common shares outstanding - Class A and B common stock:</b>				
Basic.....	460,754	457,377	459,688	455,372
Diluted.....	463,202	460,715	462,537	458,396
<b>Earnings per share - Class A and B common stock:</b>				
Basic net income (loss) per share from continuing operations attributable to DISH Network.....	\$ 0.32	\$ 0.76	\$ 1.16	\$ 1.23
Basic net income (loss) per share from discontinued operations.....	-	(0.07)	-	(0.09)
Basic net income (loss) per share attributable to DISH Network.....	<u>\$ 0.32</u>	<u>\$ 0.69</u>	<u>\$ 1.16</u>	<u>\$ 1.14</u>
Diluted net income (loss) per share from continuing operations attributable to DISH Network.....	\$ 0.31	\$ 0.75	\$ 1.16	\$ 1.22
Diluted net income (loss) per share from discontinued operations.....	-	(0.07)	-	(0.09)
Diluted net income (loss) per share attributable to DISH Network.....	<u>\$ 0.31</u>	<u>\$ 0.68</u>	<u>\$ 1.16</u>	<u>\$ 1.13</u>



# CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)  
(Unaudited)

	For the Nine Months Ended September 30,	
	2014	2013
<b>Cash Flows From Operating Activities:</b>		
Net income (loss).....	\$ 520,981	\$ 506,592
Less: Income (loss) from discontinued operations, net of tax.....	-	(40,246)
Income (loss) from continuing operations.....	\$ 520,981	\$ 546,838
<i>Adjustments to reconcile net income (loss) to net cash flows from operating activities:</i>		
Depreciation and amortization.....	791,005	787,848
Impairment of long-lived assets.....	-	437,575
Realized and unrealized losses (gains) on investments.....	45,498	(207,592)
Non-cash, stock-based compensation.....	24,958	25,297
Deferred tax expense (benefit).....	68,050	(4,887)
Other, net.....	142,067	47,355
Changes in current assets and current liabilities, net.....	194,121	36,846
<b>Net cash flows from operating activities from continuing operations.....</b>	<b>1,786,680</b>	<b>1,669,280</b>
<b>Net cash flows from operating activities from discontinued operations, net.....</b>	<b>(30,007)</b>	<b>(36,964)</b>
<b>Cash Flows From Investing Activities:</b>		
Purchases of marketable investment securities.....	(3,796,993)	(5,009,859)
Sales and maturities of marketable investment securities.....	4,430,261	3,207,640
Purchases of derivative financial instruments.....	-	(702,833)
Settlement of derivative financial instruments.....	-	718,847
Purchases of property and equipment.....	(917,456)	(911,122)
Change in restricted cash and marketable investment securities.....	2,087	38,769
Purchases of FCC authorizations - H Block wireless spectrum licenses.....	(1,343,372)	-
Other, net.....	41,762	(94,621)
<b>Net cash flows from investing activities from continuing operations.....</b>	<b>(1,583,711)</b>	<b>(2,753,179)</b>
<b>Net cash flows from investing activities from discontinued operations, net, including \$0 and \$1,782 of purchases of property and equipment, respectively.....</b>	<b>20,847</b>	<b>10,286</b>
<b>Cash Flows From Financing Activities:</b>		
Proceeds from issuance of long-term debt.....	-	2,300,000
Proceeds from issuance of restricted debt.....	-	2,600,000
Redemption of restricted debt.....	-	(2,600,000)
Funding of restricted debt escrow.....	-	(2,596,750)
Releases of restricted debt escrow.....	-	2,596,771
Repurchases of long-term debt.....	(199,999)	(48,552)
Repayment of long-term debt and capital lease obligations.....	(23,500)	(29,399)
Net proceeds from Class A common stock options exercised and stock issued under the Employee Stock Purchase Plan.....	37,352	66,598
Other.....	33,712	9,395
<b>Net cash flows from financing activities from continuing operations.....</b>	<b>(152,435)</b>	<b>2,298,063</b>
<b>Net cash flows from financing activities from discontinued operations, net.....</b>	<b>-</b>	<b>(186)</b>
<b>Effect of exchange rates on cash and cash equivalents from discontinued operations..</b>	<b>-</b>	<b>13</b>
<b>Net increase (decrease) in cash and cash equivalents from continuing operations.....</b>	<b>50,534</b>	<b>1,214,164</b>
Cash and cash equivalents, beginning of period from continuing operations.....	4,700,022	3,573,742
Cash and cash equivalents, end of period from continuing operations.....	<u>\$ 4,750,556</u>	<u>\$ 4,787,906</u>
<b>Net increase (decrease) in cash and cash equivalents from discontinued operations.....</b>	<b>(9,160)</b>	<b>(26,851)</b>
Cash and cash equivalents, beginning of period from discontinued operations.....	9,160	32,398
Cash and cash equivalents, end of period from discontinued operations.....	<u>\$ -</u>	<u>\$ 5,547</u>

# RESULTS OF OPERATIONS

## 3Q14 VS. 3Q13

(In thousands)

(Unaudited)

Statements of Operations Data	For the Three Months Ended September 30,		Variance	
	2014	2013	Amount	%
<b>Revenue:</b>				
Subscriber-related revenue.....	\$3,647,850	\$3,463,753	\$ 184,097	5.3
Equipment sales and other revenue.....	16,268	25,200	(8,932)	(35.4)
Equipment sales, services and other revenue - EchoStar.....	15,233	16,068	(835)	(5.2)
Total revenue.....	<u>3,679,351</u>	<u>3,505,021</u>	<u>174,330</u>	<u>5.0</u>
<b>Costs and Expenses:</b>				
Subscriber-related expenses.....	2,132,583	1,976,712	155,871	7.9
% of Subscriber-related revenue.....	<b>58.5%</b>	<b>57.1%</b>		
Satellite and transmission expenses.....	181,230	141,440	39,790	28.1
% of Subscriber-related revenue.....	<b>5.0%</b>	<b>4.1%</b>		
Cost of sales - equipment, services and other.....	24,240	25,694	(1,454)	(5.7)
Subscriber acquisition costs.....	486,523	496,318	(9,795)	(2.0)
General and administrative expenses.....	196,376	191,427	4,949	2.6
% of Total revenue.....	<b>5.3%</b>	<b>5.5%</b>		
Depreciation and amortization.....	269,890	253,036	16,854	6.7
Total costs and expenses.....	<u>3,290,842</u>	<u>3,084,627</u>	<u>206,215</u>	<u>6.7</u>
Operating income (loss).....	<u>388,509</u>	<u>420,394</u>	<u>(31,885)</u>	<u>(7.6)</u>
<b>Other Income (Expense):</b>				
Interest income.....	14,109	39,957	(25,848)	(64.7)
Interest expense, net of amounts capitalized.....	(143,405)	(189,384)	45,979	24.3
Other, net.....	(56,089)	110,497	(166,586)	*
Total other income (expense).....	<u>(185,385)</u>	<u>(38,930)</u>	<u>(146,455)</u>	<u>*</u>
Income (loss) before income taxes.....	203,124	381,464	(178,340)	(46.8)
Income tax (provision) benefit, net.....	(60,089)	(38,140)	(21,949)	(57.5)
<b>Effective tax rate</b> .....	<b>29.6%</b>	<b>10.0%</b>		
Income (loss) from continuing operations.....	143,035	343,324	(200,289)	(58.3)
Income (loss) from discontinued operations, net of tax.....	-	(32,334)	32,334	*
Net income (loss).....	143,035	310,990	(167,955)	(54.0)
Less: Net income (loss) attributable to noncontrolling interest.....	(2,484)	(3,918)	1,434	36.6
Net income (loss) attributable to DISH Network.....	<u>\$ 145,519</u>	<u>\$ 314,908</u>	<u>\$ (169,389)</u>	<u>(53.8)</u>
<b>Other Data:</b>				
Pay-TV subscribers, as of period end (in millions).....	14,041	14,049	(0,008)	(0.1)
Pay-TV subscriber additions, gross (in millions).....	0.691	0.734	(0,043)	(5.9)
Pay-TV subscriber additions, net (in millions).....	(0,012)	0,035	(0,047)	*
Pay-TV average monthly subscriber churn rate.....	1.67%	1.66%	0.01%	0.6
Pay-TV average subscriber acquisition cost per subscriber ("Pay-TV SAC").....	\$ 861	\$ 842	\$ 19	2.3
Pay-TV average monthly revenue per subscriber ("Pay-TV ARPU").....	\$ 84.39	\$ 80.98	** \$ 3.41	4.2
Broadband subscribers, as of period end (in millions).....	0.553	0.385	0.168	43.6
Broadband subscriber additions, gross (in millions).....	0.072	0.101	(0,029)	(28.7)
Broadband subscriber additions, net (in millions).....	0.028	0.075	(0,047)	(62.7)
Adjusted EBITDA.....	\$ 604,794	\$ 787,845	\$ (183,051)	(23.2)

\* Percentage is not meaningful.

\*\* For 3Q13, Pay-TV ARPU has been adjusted by \$0.07 to exclude the effect of discontinued operations.



## CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained herein may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of DISH Network Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. More information about such risks, uncertainties, and other factors is set

forth in DISH Network Corporation’s Disclosure Regarding Forward-Looking Statements included in its recent filings with the Securities and Exchange Commission, including its annual report on Form 10-K for the year ended December 31, 2013 and its quarterly reports on Form 10-Q for the quarterly periods ended March 31, 2014, June 30, 2014, and September 30, 2014. The forward-looking statements speak only as of the date made, and DISH Network Corporation expressly disclaims any obligation to update these forward-looking statements.