FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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OMB APP	ROVAL
OMB Number:	3235-028

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		Reporting Person*	GRAT				ame and Ticke I <mark>r CORP</mark> [ng Sy	mbol			ationship of I k all applicat Director		Persor X	n(s) to Issuer	
(Last) 5701 S. S	(F SANTA FE	First) DRIVE	(Middle)		3. Date 11/30/		arliest Transa	ction (Mor	nth/Da	ay/Year)			Officer (g below)	ive title Joint Filii	X ng Gr	Other (sp below) coup	ecify
(Street)	TON C	CO	80123		4. If An	nend	ment, Date of	Original F	iled (Month/Day	/Year)	6. Ind		d by One F	Report	Check Applicing Person One Reportir	
(City)	(5	State)	(Zip)										roilli ille	a by More	ulan	ліе Керопіі	lg Ferson
			Table I - Non-I	Deriva	tive \$	Sec	urities Ac	quired,	Dis	osed o	f, or Ber	eficially (Owned				
1. Title of S	Security (Inst	tr. 3)	D	Transa ate //onth/Da		Ex if a	A. Deemed kecution Date, any lonth/Day/Year	3. Transac Code (I 8)			ies Acquire Of (D) (Inst	d (A) or r. 3, 4 and 5)	l and 5) Securities Form: Direct (D) or Indirect Following (I) (Instr. 4)		Direct II Indirect B tr. 4) C	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 and				nstr. 4)
			Table II - De (e				rities Acqı , warrants	,	•	,		•	vned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		on Derivative E					Underlying Security	rlying Derivative		er of e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares		Reported Transaction (Instr. 4)			
Class B Common Stock	(1)	11/30/2016		G ⁽²⁾	v		1,995,242 ⁽²⁾	(1)		(1)	Class A Common Stock	1,995,242	(1)	7,004,7	758	D ⁽³⁾⁽⁴⁾	
Class B Common Stock	(5)							(5)		(5)	Class A Common Stock	2,680,131		2,680,1	.31	D ⁽⁴⁾⁽⁶⁾	

1. Name and Address	s of Reporting Person		
Ergen Three Y	ear 2015 SATS	<u>GRAT</u>	
(Last)	(First)	(Middle)	
5701 S. SANTA I	FE DRIVE		
(Street)			
LITTLETON	CO	80123	
			_
(City)	(State)	(Zip)	
1. Name and Address	of Reporting Person	•	
1. Name and Address ERGEN THRI			
	of Reporting Person		
ERGEN THRI			
(Last)	(First)	4 SATS GRAT	
ERGEN THRI	(First)	4 SATS GRAT	
(Last) 5701 S. SANTA F	(First)	4 SATS GRAT	
(Last)	(First)	4 SATS GRAT	
(Last) 5701 S. SANTA F	EE YEAR 2014 (First) FE DRIVE	(Middle)	
(Last) 5701 S. SANTA F	EE YEAR 2014 (First) FE DRIVE	(Middle)	

Explanation of Responses:

- 1. On November 30, 2015, Charles W. Ergen established a Grantor Retained Annuity Trust ("GRAT"), the Ergen Three-Year 2015 SATS GRAT (the "2015 GRAT"), and contributed a total of 9,000,000 Class B shares to the 2015 GRAT. 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.
- 2. Pursuant to the terms of the 2015 GRAT, 1,995,242 Class B shares were distributed as an annuity to Mr. Ergen on November 30, 2016, with the 2015 GRAT retaining 7,004,758 Class B shares. The 2015 GRAT expires in accordance with its terms on November 30, 2018.
- 3. These securities are owned directly by the 2015 GRAT.
- 4. 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, 2016) occurs. The dispositive and voting power of the shares held by each of the GRATs is independent of each other, except to the extent that Mr. William R. Gouger is the trustee of each of the GRATs and in that respect is able to control the disposition and voting of the shares of Class B Common Stock owned by each such GRAT.
- 5. On May 30, 2014, Charles W. Ergen established a Grantor Retained Annuity Trust ("GRAT"), the Ergen Three-Year 2014 SATS GRAT (the "2014 GRAT"), and contributed 10,000,000 Class B shares to the 2014 GRAT. The 2014 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 2014 GRAT.

Remarks:

the Ergen Three-Year 2015 SATS GRAT, by Joseph Turitz, his Attorney-in-Fact

/s/ William R. Gouger, Trustee of

the Ergen Three-Year 2014 SATS GRAT, by Joseph Turitz,

12/02/2016

his Attorney-in-Fact

** 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.