

**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 10, 2021

**DISH NETWORK CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-39144**  
(Commission File Number)

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

**9601 South Meridian Boulevard  
Englewood, Colorado**  
(Address of principal executive offices)

**80112**  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.01 par value	DISH	The Nasdaq Stock Market L.L.C.

**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 Boulevard  
Englewood, Colorado**  
(Address of principal executive offices)

**80112**  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: None

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 8.01 Other Events

On November 10, 2021, DISH Network Corporation (“DISH Network”) issued a press release announcing that its subsidiary, DISH DBS Corporation (“DISH DBS”), priced \$2,750,000,000 aggregate principal amount of its 5.25% Senior Secured Notes due 2026 (the “2026 Notes”) and \$2,500,000,000 aggregate principal amount of its 5.75% Senior Secured Notes due 2028 (the “2028 Notes” and, together with the 2026 Notes, the “Notes”). The 2026 Notes will mature on December 1, 2026 and the 2028 Notes will mature on December 1, 2028. Interest on the Notes will be paid on June 1 and December 1 of each year, commencing on , 2022. The net proceeds of the offering are intended to be used to make an intercompany loan to DISH Network in order to finance the potential purchase of wireless spectrum licenses and for general corporate purposes, including the buildout of wireless infrastructure. The intercompany loan will be secured by (i) the cash proceeds of the loan and (ii) an interest in any wireless spectrum licenses acquired using such proceeds. In certain cases, DISH Network wireless spectrum licenses (valued based upon a third-party valuation) may be substituted for the collateral. The intercompany loan will not be included as collateral for the Notes, and the Notes will be subordinated to DISH DBS’s existing and certain future unsecured notes with respect to certain realizations under the intercompany loan and any collateral pledged as security for the intercompany loan.

DISH DBS placed the Notes in a private placement under Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Certain statements incorporated by reference in this Current Report on Form 8-K may be forward-looking statements, which may involve a number of risks and uncertainties that could cause actual events or results to differ materially from those described. Neither DISH Network nor DISH DBS undertakes any obligation to update forward-looking statements.

See Press Release, dated November 10, 2021, “DISH Network Places Offering of \$5,250,000,000 in Senior Secured Notes,” attached hereto as Exhibit 99.1.

## Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

[Exhibit 99.1 Press Release “DISH Network Places Offering of \\$5,250,000,000 in Senior Secured Notes” dated November 10, 2021](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 10, 2021

By: /s/ Timothy A. Messner

Timothy A. Messner

Executive Vice President and General Counsel

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**DISH Network Places Offering of \$5,250,000,000 in Senior Secured Notes**

ENGLEWOOD, Colo.— November 9, 2021— DISH Network Corporation (“DISH Network”) (NASDAQ: DISH) today announced that its subsidiary, DISH DBS Corporation (“DISH DBS”), priced an offering of \$2,750,000,000 aggregate principal amount of its 5.25% Senior Secured Notes due 2026 (the “2026 Notes”) and \$2,500,000,000 aggregate principal amount of its 5.75% Senior Secured Notes due 2028 (the “2028 Notes” and, together with the 2026 Notes, the “Notes”). The 2026 Notes will be issued at an issue price of 100% of the principal amount and the 2028 Notes will be issued at an issue price of 100% of the principal amount. The net proceeds of the offering are intended to be used to make an intercompany loan to DISH Network in order to finance the potential purchase of wireless spectrum licenses and for general corporate purposes, including the buildout of wireless infrastructure. The intercompany loan will be secured by (i) the cash proceeds of the loan and (ii) an interest in any wireless spectrum licenses acquired using such proceeds. In certain cases, DISH Network wireless spectrum licenses (valued based upon a third-party valuation) may be substituted for the collateral. The intercompany loan will not be included as collateral for the Notes, and the Notes will be subordinated to DISH DBS’s existing and certain future unsecured notes with respect to certain realizations under the intercompany loan and any collateral pledged as security for the intercompany loan.

The offering is expected to close on November 26, 2021 subject to customary conditions.

The Notes will only be offered and sold to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and in offshore transactions in accordance with Regulation S under the Securities Act. The Notes being offered have not been registered under the Securities Act or the securities laws of any other jurisdiction. The Notes may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the Notes; nor shall there be any sale of these Notes in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

*Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995*

Except for historical information contained herein, the matters set forth in this press release are forward-looking statements. The forward-looking statements set forth above involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in DISH Network’s and DISH DBS’ Disclosure Regarding Forward-Looking Statements included in their recent filings with the Securities and Exchange Commission, including their annual reports on Form 10-K and quarterly reports on Form 10-Q. The forward-looking statements speak only as of the date made, and DISH Network and DISH DBS expressly disclaim any obligation to update these forward-looking statements.

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