

Ergen Three Year 2015 SATS GRAT
Form 4
December 04, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ergen Three Year 2015 SATS GRAT

2. Issuer Name **and** Ticker or Trading
Symbol
EchoStar CORP [SATS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1623 CENTRAL AVENUE, SUITE
214

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2018

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Joint Filing Group

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

CHEYENNE, WY 82001

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	11/30/2018			<u>G</u> ⁽²⁾	4,969,546	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	4,969,54
Class B Common Stock	<u>(5)</u>	11/30/2018			<u>G</u> ⁽⁶⁾	5,388,573	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	5,388,57
Class B Common Stock	<u>(8)</u>						<u>(8)</u>	<u>(8)</u>	Class A Common Stock	4,890,95

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ergen Three Year 2015 SATS GRAT 1623 CENTRAL AVENUE, SUITE 214 CHEYENNE, WY 82001				Joint Filing Group
ERGEN TWO YEAR 2017 SATS GRAT 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112		X		
ERGEN THREE YEAR 2017 SATS GRAT 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112				Joint Filing Group

Signatures

/s/ William R. Gouger, Trustee of the Ergen Three-Year 2015 SATS GRAT, by Joseph Turitz, his Attorney-in-Fact 12/04/2018

Signature of Reporting Person _____ Date _____

/s/ Cantey M. Ergen, Trustee of the Ergen Two-Year 2017 SATS GRAT, by Joseph Turitz,
her Attorney-in-Fact

**Signature of Reporting Person _____ Date _____

/s/ Cantey M. Ergen, Trustee of the Ergen Three-Year 2017 SATS GRAT, by Joseph Turitz,
her Attorney-in-Fact

**Signature of Reporting Person _____ Date _____

Explanation of Responses:

* 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).

(1)

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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 reporting person 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, 3,489,069 shares were distributed to Mr. Ergen as an annuity payment on November 30, 2018 and the remaining 1,480,477 shares were distributed to a trust established by Mr. Ergen for the benefit of his family. Following these distributions, the 2015 GRAT expired in accordance with its terms.

- (3) 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 3, 2018) occurs. The dispositive and voting power of the shares held by each of the GRATs is independent of each other.
- (4) These securities are owned directly by the 2015 GRAT.

- (5) On November 30, 2017, Mr. Ergen established the Ergen Two-Year 2017 SATS GRAT (the "2017 November GRAT"), and contributed 8,000,000 Class B shares to the 2017 November GRAT. The 2017 November 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) Pursuant to the terms of the 2017 November GRAT, 5,388,573 Class B shares were distributed as an annuity to Mr. Ergen, with the 2017 November GRAT retaining 2,611,427 Class B shares. The 2017 November GRAT is scheduled to expire in accordance with its terms on November 30, 2019.
- (7) These securities are owned directly by the 2017 November GRAT.

- (8) On May 30, 2017, Mr. Ergen established the Ergen Three-Year 2017 SATS GRAT (the "2017 May GRAT"), and contributed a total of 7,600,000 Class B shares to the 2017 May GRAT. The 2017 May GRAT currently holds 4,890,958 Class B shares. The 2017 May 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.
- (9) These securities are owned directly by the 2017 May GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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