

DISH Network CORP
Form SC 13D/A
November 12, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)*
DISH NETWORK CORPORATION**

(Name of Issuer)
CLASS A COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)
278762109

(CUSIP Number)
R. Stanton Dodge
Executive Vice President, General Counsel and Secretary
DISH Network Corporation
9601 S. Meridian Blvd.
Englewood, Colorado 80112
(303) 723-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
November 10, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

CUSIP No. 278762109

NAME OF REPORTING PERSON

1

David K. Moskowitz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.A.

SOLE VOTING POWER

7

NUMBER OF

9,436,970 VOTING SHARES (1)
680,000 SIXTY DAY SHARES (2)

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

EACH

SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 9,436,970 VOTING SHARES (1)
680,000 SIXTY DAY SHARES (2)

WITH SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,116,970

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 4.6% (3)

14 TYPE OF REPORTING PERSON
IN

(1) Voting Shares include all shares of Class A Common Stock (Class A Common Stock) and Class B Common Stock (Class B Common Stock) of DISH Network Corporation (DISH Network) of which Mr. Moskowitz is the beneficial owner. The shares of Class B Common Stock are convertible

into shares of Class A Common Stock on a one-for-one basis at any time. The Voting Shares represent:

- (i) 127,779 shares of Class A Common Stock owned beneficially directly by Mr. Moskowitz;
- (ii) 17,840 shares of Class A Common Stock owned beneficially indirectly by Mr. Moskowitz in EchoStar's 401(k) Employee Savings Plan;
- (iii) 1,328 shares of Class A Common Stock owned beneficially by Mr. Moskowitz as custodian for his minor children;
- (iv) 8,184 shares of Class A Common Stock owned beneficially as trustee for Mr. Charles W. Ergen's children;
- (v) 30,000 shares of Class A Common Stock owned beneficially by a charitable foundation for which Mr. Moskowitz is a member of the

Board of
Directors; and
(vi) 9,251,839
shares of Class B
Common Stock
owned
beneficially by
Mr. Moskowitz
solely by virtue
of his position as
a trustee (with
sole voting and
dispositive
power) of: (1) the
Ergen Five-Year
GRAT dated
November 9,
2005; and (2) the
Ergen Four-Year
GRAT dated
November 9,
2005.

(2) Sixty Day Shares
are shares of
Class A Common
Stock deemed to
be owned
beneficially
under
Rule 13d-3(d)(1)
because
Mr. Moskowitz
has the right to
acquire beneficial
ownership of
such shares
within 60 days of
the date hereof.
Upon acquisition
by
Mr. Moskowitz,
these shares will
become Voting
Shares.

(3) Based on
208,744,347
shares of Class A
Common Stock
outstanding on

November 10, 2008 and assuming conversion of the shares of Class B Common Stock held by the Reporting Person into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Person may be deemed to own beneficially would be approximately 2.3%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Person owns beneficially equity securities of the Company representing approximately 3.6% of the voting power of the Company (assuming no conversion of the

Class B Common
Stock and based
on 238,435,208
shares of Class B
common stock
outstanding on
November 10,
2008).

CUSIP No. 278762109

NAME OF REPORTING PERSON

1

Ergen Three-Year GRAT dated November 9, 2005

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.A.

SOLE VOTING POWER

7

NUMBER OF 0 SHARES

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0 SHARES

WITH SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 SHARES

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14 TYPE OF REPORTING PERSON
OO

CUSIP No. 278762109

NAME OF REPORTING PERSON

1

Ergen Four-Year GRAT dated November 9, 2005

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.A.

SOLE VOTING POWER

7

NUMBER OF 3,466,857 SHARES (1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 3,466,857 SHARES (1)

WITH SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,466,857 SHARES (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 1.6% (2)

14 TYPE OF REPORTING PERSON
OO

(1) All of the shares beneficially held by the Ergen Four-Year GRAT dated November 9, 2005 are shares of Class B Common Stock. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Based on 208,744,347 shares of

Class A
Common Stock
outstanding on
November 10,
2008 and
assuming
conversion of
the shares of
Class B
Common Stock
held by the
Reporting
Person into
Class A
Common Stock.
Because such
Class B
Common Stock
is convertible on
a one-for-one
basis into
Class A
Common Stock,
assuming
conversion of
all shares of
outstanding
Class B
Common Stock
into Class A
Common Stock,
the percentage
of the Class A
Common Stock
that the
Reporting
Person may be
deemed to own
beneficially
would be
approximately
0.8%. Because
each share of
Class B
Common Stock
is entitled to 10
votes per share,
the Reporting
Person owns
beneficially
equity securities

of the Company
representing
approximately
1.3% of the
voting power of
the Company
(assuming no
conversion of
the Class B
Common Stock
and based on
238,435,208
shares of
Class B
common stock
outstanding on
November 10,
2008).

4 of 7

CUSIP No. 278762109

NAME OF REPORTING PERSON

1

Ergen Five-Year GRAT dated November 9, 2005

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.A.

SOLE VOTING POWER

7

NUMBER OF 5,784,982 SHARES (1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 5,784,982 SHARES (1)

WITH SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,784,982 SHARES (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 2.7% (2)

14 TYPE OF REPORTING PERSON

OO

(1) All of the shares beneficially held by the Ergen Five-Year GRAT dated November 9, 2005 are shares of Class B Common Stock. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Based on 208,744,347 shares of

Class A
Common Stock
outstanding on
November 10,
2008 and
assuming
conversion of
the shares of
Class B
Common Stock
held by the
Reporting
Person into
Class A
Common Stock.
Because such
Class B
Common Stock
is convertible on
a one-for-one
basis into
Class A
Common Stock,
assuming
conversion of
all shares of
outstanding
Class B
Common Stock
into Class A
Common Stock,
the percentage
of the Class A
Common Stock
that the
Reporting
Person may be
deemed to own
beneficially
would be
approximately
1.3%. Because
each share of
Class B
Common Stock
is entitled to 10
votes per share,
the Reporting
Person owns
beneficially
equity securities

of the Company
representing
approximately
2.2% of the
voting power of
the Company
(assuming no
conversion of
the Class B
Common Stock
and based on
238,435,208
shares of
Class B
common stock
outstanding on
November 10,
2008).

5 of 7

ITEM 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

During the fourth quarter of each year, Mr. Ergen receives an annuity amount from each of the GRATs under the trust agreements governing the GRATs, assuming that the particular GRAT has not yet expired. The number of shares of Class B Common Stock to be distributed as an annuity payment is based in part on the price of the Class A Common Stock on the distribution date and therefore cannot be calculated until the date of distribution. On November 10, 2008, GRAT #2 distributed all 7,371,275 shares of Class B Common Stock held by GRAT #2 to Mr. Ergen as an annuity payment. GRAT #2 expired in accordance with its terms on November 10, 2008. On November 10, 2008, GRAT #3 distributed 5,453,667 shares of Class B Common Stock to Mr. Ergen as an annuity payment. On November 10, 2008, GRAT #4 distributed 4,054,122 shares of Class B Common Stock to Mr. Ergen as an annuity payment.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is amended and restated in its entirety as follows:

(a) and (b). This filing is for the cumulative share holdings of an affiliated group as of the close of business on November 10, 2008. The Reporting Persons named in this Schedule 13D directly or indirectly collectively owned, as of such date, 185,131 outstanding shares of Class A Common Stock and 9,251,839 outstanding shares of Class B Common Stock of the Company. As of November 10, 2008, there were 680,000 options exercisable by members of the affiliated group within 60 days. There is no formal agreement to vote or dispose of the shares of the Company in a particular manner. The dispositive and voting power of the shares held by each of the GRATs and Mr. Moskowitz is made independent of each other, except to the extent that Mr. Moskowitz is a 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.

(c) The Reporting Persons have not effected any transactions in the Class A Common Stock of the Company in the last sixty days (on or prior to November 10, 2008) other than: (i) a transaction pursuant to a Rule 10b5-1 trading plan entered into on May 30, 2008 whereby: (a) Mr. Moskowitz exercised options to purchase 120,000 shares of Class A Common Stock at an exercise price of \$4.99 per share on November 5, 2008; and (b) Mr. Moskowitz then sold such 120,000 shares in a same-day transaction at prices ranging between \$15.66 and \$16.00 and a weighted average price of \$15.81 per share (information regarding the number of shares sold at each separate price will be made available upon request by the staff of the Securities and Exchange Commission, DISH Network, or a security holder of DISH Network); and (ii) Mr. Moskowitz's acquisition from the Company of 226 shares of Class A Common Stock on September 30, 2008, through the Company's Employee Stock Purchase Plan.

(d) Not applicable.

(e) On November 10, 2008, the Reporting Persons ceased to be the beneficial owner of five percent or more of the Class A Common Stock of the Company.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DAVID K. MOSKOWITZ

Dated: November 11, 2008

/s/ David K. Moskowitz

David K. Moskowitz

GRAT #2

Dated: November 11, 2008

/s/ David K. Moskowitz

David K. Moskowitz, Trustee

GRAT #3

Dated: November 11, 2008

/s/ David K. Moskowitz

David K. Moskowitz, Trustee

GRAT #4

Dated: November 11, 2008

/s/ David K. Moskowitz

David K. Moskowitz, Trustee

**Attention: Intentional misstatements or omissions of fact
constitutes Federal criminal violations (See 18 U.S.C. 1001)**

7 of 7