DISH Network CORP
Form SC 13D/A
March 12, 2019

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 29)*

DISH NETWORK CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK, $0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

25470M 109

(CUSIP Number)

Timothy A. Messner

Executive Vice President and General Counsel

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)

March 11, 2019

(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. o

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. 25470M 109

1. Name of Reporting Person
Charles W. Ergen

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
U.S.A.

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 52,989,654 SHARES (1) (2) 672,000 SIXTY DAY SHARES (3)
	8.	Shared Voting Power 188,414,077 SHARES (1) (4)
	9.	Sole Dispositive Power 52,989,654 SHARES (1) (2) 672,000 SIXTY DAY SHARES (3)
	10.	Shared Dispositive Power 188,414,077 SHARES (1) (4)

11. Aggregate Amount Beneficially Owned by The Reporting Person
242,075,731

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 51.7% (5)

14. Type of Reporting Person
IN

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(1) Includes 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). 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) Consists of: (i) 696,070 shares of Class A Common Stock owned beneficially directly by Mr. Ergen; (ii) 19,827 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network s 401(k) Employee Savings Plan; and (iii) 52,273,757 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(3) Sixty Day Shares are shares of Class A Common Stock deemed to be owned beneficially under Rule 13d-3(d)(1) because Mr. Ergen has the right to acquire beneficial ownership of such shares within 60 days of the date hereof.

(4) Consists of: (i) 235 shares of Class A Common Stock owned beneficially directly by Mr. Ergen s spouse, Cantey M. Ergen; (ii) 2,266 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network s 401(k) Employee Savings Plan; (iii) 8,955 shares of Class A Common Stock owned beneficially by one of Mr. and Mrs. Ergen s children; (iv) 2,167,705 shares of Class A Common Stock held by a charitable foundation for which Mr. Ergen is an officer and for which he shares voting and dispositive power with Mrs. Ergen; (v) 6,465 shares of Class A Common Stock held by a trust for which Mrs. Ergen has a durable power of attorney on behalf of the beneficiary of the trust; (vi) 63,790,620 shares of Class B Common Stock and 67,000 shares of Class A Common Stock held by Telluray Holdings, LLC (Telluray Holdings), for which Mrs. Ergen has sole voting power as a manager of Telluray Holdings and for which Mr. Ergen and Mrs. Ergen share dispositive power as the managers of Telluray Holdings; (vii) 15,603,739 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Three-Year 2017 DISH GRAT (the Three-Year 2017 GRAT); (viii) 10,803,337 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2017 DISH GRAT (the Two-Year 2017 GRAT); (ix) 13,963,755 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year March 2018 DISH GRAT (the Two-Year March 2018 GRAT); (x) 32,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year May 2018 DISH GRAT (the Two-Year May 2018 GRAT); and (xi) 50,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year November 2018 DISH GRAT (the Two-Year November 2018 GRAT).

(5) Based on 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by Mr. Ergen into Class A Common Stock. Because each share of Class B Common Stock is entitled to 10 votes per share, Mr. Ergen owns beneficially equity securities of DISH Network representing approximately 91.3 % of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

CUSIP No. 25470M 109

1. Name of Reporting Person
Cantey M. Ergen

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
U.S.A.

Number of Shares Beneficially Owned by Each Reporting Person With		
	7.	Sole Voting Power 186,230,952 SHARES (1) (2)
	8.	Shared Voting Power 55,172,779 SHARES (1) (3)
	9.	Sole Dispositive Power 122,373,332 SHARES (1) (4)
	10.	Shared Dispositive Power 119,030,399 SHARES (1) (5)

11. Aggregate Amount Beneficially Owned by The Reporting Person
241,403,731

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 51.6% (6)

14. Type of Reporting Person
IN

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(1) Includes shares of Class A Common Stock and 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) Consists of: (i) 235 shares of Class A Common Stock owned beneficially directly by Mrs. Ergen; (ii) 2,266 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network s 401(k) Employee Savings Plan; (iii) 63,790,620 shares of Class B Common Stock and 67,000 shares of Class A Common Stock held by Telluray Holdings, for which Mrs. Ergen has sole voting power as a manager of Telluray Holdings; (iv) 15,603,739 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Three-Year 2017 GRAT; (v) 10,803,337 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year 2017 GRAT; (vi) 13,963,755 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year March 2018 GRAT; (vii) 32,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year May 2018 GRAT; and (viii) 50,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year November 2018 GRAT. There is no arrangement or agreement between Telluray Holdings and any of the trusts identified in clauses (iv) - (viii) above to vote any shares

of DISH Network. Mrs. Ergen exercises voting power with respect to Telluray Holdings and each such trust independently, and with respect to the trusts identified in clauses (iv) through (viii), in accordance with her fiduciary responsibilities to the beneficiaries of such trusts.

(3) Consists of: (i) 696,070 shares of Class A Common Stock owned beneficially directly by Mr. Ergen, Mrs. Ergen s spouse; (ii) 19,827 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network s 401(k) Employee Savings Plan; (iii) 8,955 shares of Class A Common Stock owned beneficially by one of Mr. and Mrs. Ergen s children; (iv) 2,167,705 shares of Class A Common Stock held by a charitable foundation for which Mrs. Ergen is an officer and for which she shares voting and dispositive power with Mr. Ergen; (v) 6,465 shares of Class A Common Stock held by a trust for which Mrs. Ergen has a durable power of attorney on behalf of the beneficiary of the trust; and (vi) 52,273,757 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(4) Consists of: (i) 235 shares of Class A Common Stock owned beneficially directly by Mrs. Ergen; (ii) 2,266 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network s 401(k) Employee Savings Plan; (iii) 15,603,739 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Three-Year 2017 GRAT; (iv) 10,803,337 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year 2017 GRAT; (v) 13,963,755 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year March 2018 GRAT; (vi) 32,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year May 2018 GRAT; and (vii) 50,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Two-Year November 2018 GRAT. There is no arrangement or agreement between any of the trusts identified in clauses (iii) - (vii) above to dispose of any shares of DISH Network. Mrs. Ergen exercises dispositive power with respect to each such trust independently and in accordance with her fiduciary responsibilities to the beneficiaries of such trusts.

(5) Consists of: (i) 696,070 shares of Class A Common Stock owned beneficially directly by Mr. Ergen, Mrs. Ergen s spouse; (ii) 19,827 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network s 401(k) Employee Savings Plan; (iii) 8,955 shares of Class A Common Stock owned beneficially by one of Mr. and Mrs. Ergen s children; (iv) 2,167,705 shares of Class A Common Stock held by a charitable foundation for which Mrs. Ergen is an officer and for which she shares voting and dispositive power with Mr. Ergen; (v) 6,465 shares of Class A Common Stock held by a trust for which Mrs. Ergen has a durable power of attorney on behalf of the beneficiary of the trust; (vi) 52,273,757 shares of Class B Common Stock owned beneficially directly by Mr. Ergen; and (vii) 63,790,620 shares of Class B Common Stock and 67,000 shares of Class A Common Stock held by Telluray Holdings, for which Mr. Ergen and Mrs. Ergen share dispositive power as the managers of Telluray Holdings.

(6) Based on 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by Mrs. Ergen into Class A Common Stock. Because each share of Class B Common Stock is entitled to 10 votes per share, Mrs. Ergen owns beneficially equity securities of DISH Network representing approximately 91.3% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Three-Year 2017 DISH GRAT

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Colorado

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
15,603,739 SHARES (1)

8. Shared Voting Power
0

9. Sole Dispositive Power
15,603,739 SHARES (1)

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by The Reporting Person
15,603,739

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 6.4% (2)

14. Type of Reporting Person
OO

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(1) All of the shares beneficially held by the Three-Year 2017 GRAT 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 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by the Three-Year 2017 GRAT 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 Three-Year 2017 GRAT may be deemed to own beneficially would be approximately 3.3%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Three-Year 2017 GRAT owns beneficially equity securities of DISH Network representing approximately 6.0% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

4

CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Two-Year 2017 DISH GRAT

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Colorado

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
10,803,337 SHARES (1)

8. Shared Voting Power
0

9. Sole Dispositive Power
10,803,337 SHARES (1)

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by The Reporting Person
10,803,337

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 4.5% (2)

14. Type of Reporting Person
OO

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(1) All of the shares beneficially held by the Two-Year 2017 GRAT 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 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by the Two-Year 2017 GRAT 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 Two-Year 2017 GRAT 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 Two-Year 2017 GRAT owns beneficially equity securities of DISH Network representing approximately 4.1% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Two-Year March 2018 DISH GRAT

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Colorado

Number of Shares Beneficially Owned by Each Reporting Person With		
	7.	Sole Voting Power 13,963,755 SHARES (1)
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 13,963,755 SHARES (1)
	10.	Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by The Reporting Person
13,963,755

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 5.7% (2)

14. Type of Reporting Person
OO

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(1) All of the shares beneficially held by the Two-Year March 2018 GRAT 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 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by the Two-Year March 2018 GRAT 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 Two-Year March 2018 GRAT may be deemed to own beneficially would be approximately 3.0%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Two-Year March 2018 GRAT owns beneficially equity securities of DISH Network representing approximately 5.3% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Two-Year May 2018 DISH GRAT

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Colorado

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
32,000,000 SHARES (1)

8. Shared Voting Power
0

9. Sole Dispositive Power
32,000,000 SHARES (1)

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by The Reporting Person
32,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 12.2% (2)

14. Type of Reporting Person
OO

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(1) All of the shares beneficially held by the Two-Year May 2018 GRAT 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 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by the Two-Year May 2018 GRAT 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 Two-Year May 2018 GRAT may be deemed to own beneficially would be approximately 6.8%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Two-Year May 2018 GRAT owns beneficially equity securities of DISH Network representing approximately 12.2% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

CUSIP No. 25470M 109

1. Name of Reporting Person
Ergen Two-Year November 2018 DISH GRAT

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Colorado

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
50,000,000 SHARES (1)

8. Shared Voting Power
0

9. Sole Dispositive Power
50,000,000 SHARES (1)

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by The Reporting Person
50,000,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 17.9% (2)

14. Type of Reporting Person
OO

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(1) All of the shares beneficially held by the Two-Year November 2018 GRAT 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 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by the Two-Year November 2018 GRAT 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 Two-Year November 2018 GRAT may be deemed to own beneficially would be approximately 10.7%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Two-Year November 2018 GRAT owns beneficially equity securities of DISH Network representing approximately 19.1% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

CUSIP No. 25470M 109

1. Name of Reporting Person
Telluray Holdings, LLC

2. Check the Appropriate Box if a Member of a Group:
(a) o
(b) x

3. SEC Use Only

4. Source of Funds
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Wyoming

Number of Shares Beneficially Owned by Each Reporting Person With		
	7.	Sole Voting Power 63,857,620 SHARES (1)
	8.	Shared Voting Power
	9.	Sole Dispositive Power 63,857,620 SHARES (1)
	10.	Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by The Reporting Person
63,857,620

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
Approximately 21.8% (2)

14. Type of Reporting Person
OO

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(1) Includes shares of Class A Common Stock and Class B Common Stock, of which Telluray Holdings 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. Consists of: (i) 63,790,620 shares of Class B Common Stock; and (ii) 67,000 shares of Class A Common Stock, for which Mrs. Ergen has sole voting power as a manager of Telluray Holdings and for which Mr. Ergen and Mrs. Ergen share dispositive power as the managers of Telluray Holdings.

(2) Based on 229,458,144 shares of Class A Common Stock outstanding on March 8, 2019 and assuming conversion of all the shares of Class B Common Stock held by Telluray Holdings 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 Telluray Holdings may be deemed to own beneficially would be approximately 13.7%. Because each share of Class B Common Stock is entitled to 10 votes per share, Telluray Holdings owns beneficially equity securities of DISH Network representing approximately 24.4% of the voting power of DISH Network (assuming no conversion of the Class B Common Stock).

Item 2. **Identity and Background.**

Item 2 is amended and restated as follows:

This statement is being filed jointly by: (a) Charles W. Ergen; (b) Cantey M. Ergen; (c) the Three-Year 2017 GRAT; (d) the Two-Year 2017 GRAT; (e) the Two-Year March 2018 GRAT; (f) the Two-Year May 2018 GRAT; (g) the Two-Year November 2018 GRAT; and (h) Telluray Holdings, who are together referred to as the Reporting Persons. This Schedule 13D relates solely to, and is being filed for, shares held by Mr. and Mrs. Ergen, the Three-Year 2017 GRAT, the Two-Year 2017 GRAT, the Two-Year March 2018 GRAT, the Two-Year May 2018 GRAT, the Two-Year November 2018 GRAT and Telluray Holdings.

(A) Charles W. Ergen

Mr. Ergen s principal occupation is Chairman of DISH Network and Chairman of EchoStar Corporation, and his principal address is 9601 S. Meridian Blvd., Englewood, Colorado 80112. Mr. Ergen has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Ergen is a citizen of the United States.

(B) Cantey M. Ergen

Mrs. Ergen is a Senior Advisor and member of the Board of Directors of DISH Network and her principal address is 9601 S. Meridian Blvd., Englewood, Colorado 80112. Mrs. Ergen has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. Mrs. Ergen is a citizen of the United States.

(C) Three-Year 2017 GRAT

The Three-Year 2017 GRAT was formed under the laws of the State of Colorado and its principal business is to hold a portion of the assets and estate of Mr. Ergen. Its address is c/o Cantey M. Ergen, as Trustee, at 9601 S. Meridian Blvd., Englewood, Colorado 80112. The Three-Year 2017 GRAT has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. As trustee of the Three-Year 2017 GRAT, Mrs. Ergen is vested with sole voting and dispositive power over the 15,603,739 shares of Class B Common Stock held by the Three-Year 2017 GRAT, except as set forth in Item 6.

(D) Two-Year 2017 GRAT

The Two-Year 2017 GRAT was formed under the laws of the State of Colorado and its principal business is to hold a portion of the assets and estate of Mr. Ergen. Its address is c/o Cantey M. Ergen, as Trustee, at 9601 S. Meridian Blvd., Englewood, Colorado 80112. The Two-Year 2017 GRAT has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining

future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. As trustee of the Two-Year 2017 GRAT, Mrs. Ergen is vested with sole voting and dispositive power over the 10,803,337 shares of Class B Common Stock held by the Two-Year 2017 GRAT, except as set forth in Item 6.

(E) Two-Year March 2018 GRAT

The Two-Year March 2018 GRAT was formed under the laws of the State of Colorado and its principal business is to hold a portion of the assets and estate of Mr. Ergen. Its address is c/o Cantey M. Ergen, as Trustee, at 9601 S. Meridian Blvd., Englewood, Colorado 80112. The Two-Year March 2018 GRAT has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. As trustee of the Two-Year March 2018 GRAT, Mrs. Ergen is vested with sole voting and dispositive power over the 13,963,755 shares of Class B Common Stock held by the Two-Year March 2018 GRAT, except as set forth in Item 6.

(F) Two-Year May 2018 GRAT

The Two-Year May 2018 GRAT was formed under the laws of the State of Colorado and its principal business is to hold a portion of the assets and estate of Mr. Ergen. Its address is c/o Cantey M. Ergen, as Trustee, at 9601 S. Meridian Blvd., Englewood, Colorado 80112. The Two-Year May 2018 GRAT has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. As trustee of the Two-Year May 2018 GRAT, Mrs. Ergen is vested with sole voting and dispositive power over the 32,000,000 shares of Class B Common Stock held by the Two-Year May 2018 GRAT, except as set forth in Item 6.

(G) Telluray Holdings

Telluray Holdings is a limited liability company organized under the laws of the State of Wyoming and its principal business is to hold a portion of the assets and estate of Mr. Ergen and to hold certain assets of certain trusts established by Mr. Ergen for the benefit of his family. Its address is 1623 Central Avenue, Suite 214, Cheyenne, Wyoming 82001. Telluray Holdings has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. Ergen and certain trusts established by Mr. Ergen for the benefit of his family are the members of Telluray Holdings. Mr. Ergen and Mrs. Ergen are the managers of Telluray Holdings. As a manager of Telluray Holdings, Mrs. Ergen has sole voting power over the 67,000 shares of Class A Common Stock and 63,790,620 shares of Class B Common Stock held by Telluray Holdings. As managers of Telluray Holdings, Mr. Ergen and Mrs. Ergen share dispositive power over the shares of Class A Common Stock and Class B Common Stock held by Telluray Holdings.

(H) Two-Year November 2018 GRAT

The Two-Year November 2018 GRAT was formed under the laws of the State of Colorado and its principal business is to hold a portion of the assets and estate of Mr. Ergen. Its address is c/o Cantey M. Ergen, as Trustee, at 9601 S. Meridian Blvd., Englewood, Colorado 80112. The Two-Year November 2018 GRAT has not, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations

or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. As trustee of the Two-Year November 2018 GRAT, Mrs. Ergen is vested with sole voting and dispositive power over the 50,000,000 shares of Class B Common Stock held by the Two-Year November 2018 GRAT, except as set forth in Item 6.

Item 4. **Purpose of Transaction.**

Item 4 is hereby amended and supplemented as follows:

During the first quarter of each year, Mr. Ergen receives an annuity amount from the Two-Year March 2018 GRAT under the trust agreement governing the Two-Year March 2018 GRAT, assuming that the Two-Year March 2018 GRAT has not 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. In addition to shares of Class B Common Stock, the annuity payments (and their associated timing) may include, and be based upon, amounts generated from the holdings of the Two-Year March 2018 GRAT including, among other things, stock recapitalizations or dividends paid or payable with respect to the Class B Common Stock held by the Two-Year March 2018 GRAT. On March 11, 2019, the Two-Year March 2018 GRAT distributed 22,036,245 shares of Class B Common Stock held by the Two-Year March 2018 GRAT to Mr. Ergen as an annuity payment. Therefore, the Two-Year March 2018 GRAT currently has beneficial ownership of 13,963,755 shares of Class B Common Stock. The Two-Year March 2018 GRAT will expire in accordance with its terms on March 9, 2020.

Item 5. **Interest in Securities of the Issuer.**

Item 5 is amended and supplemented as follows:

(a) This filing is for the cumulative share holdings of an affiliated group as of the close of business on March 11, 2019. See Items 11 and 13 of the cover pages to this Amendment No. 29 for the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by each of the Reporting Persons. The Reporting Persons beneficial ownership of shares of Class A Common Stock excludes 55,185 shares of Class A Common Stock held by certain trusts established by Mr. Ergen for the benefit of his family. Mr. Ergen and Mrs. Ergen disclaim beneficial ownership of the 63,790,620 shares of Class B Common Stock and the 67,000 shares of Class A Common Stock held by Telluray Holdings, except to the extent of their pecuniary interest.

(b) See Items 7 through 10 of the cover pages to this Amendment No. 29 for the number of shares of Class A Common Stock beneficially owned by each of the Reporting Persons as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition.

(c) The Reporting Persons have not effected any transactions in the Class A Common Stock of DISH Network in the last sixty days other than as described herein.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is amended and supplemented as follows:

Except as disclosed below and elsewhere in this Schedule 13D, none of the Reporting Persons is party to any contracts, arrangements, understandings or relationships, including, but not limited to, transfer or voting of any of the securities of DISH Network, finder s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies nor are any of the securities pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities.

The trust agreements for the Three-Year 2017 GRAT, the Two-Year 2017 GRAT, the Two-Year March 2018 GRAT, the Two-Year May 2018 GRAT and the Two-Year November 2018 GRAT contain an irrevocable provision that provides that the trustee will not dispose of any shares of DISH Network held by the Three-Year 2017 GRAT, the Two-Year 2017 GRAT, the Two-Year March 2018 GRAT, the Two-Year May 2018 GRAT or the Two-Year November 2018 GRAT unless a Change of Control Event occurs. If a Change of Control Event occurs, the trustee of the Three-Year 2017 GRAT, the Two-Year 2017 GRAT, the Two-Year March 2018 GRAT, the Two-Year May 2018 GRAT and the Two-Year November 2018 GRAT will have sole discretion with respect to the disposition of any shares of DISH Network held by the Three-Year 2017 GRAT, the Two-Year 2017 GRAT, the Two-Year March 2018 GRAT, the Two-Year May 2018 GRAT and the Two-Year November 2018 GRAT, respectively.

A Change of Control Event will occur if: (i) as the result of a transaction or a series of transactions any person other than Charles W. Ergen (or a Related Party) individually owns more than fifty percent (50%) of the total Equity Interests of either: (A) DISH Network; or (B) the surviving entity in any such transaction(s) or a controlling affiliate of such surviving entity in such transaction(s); and (ii) a majority of the members of the Board of Directors of DISH Network are no longer Continuing Directors; and (iii) as the result of a transaction or a series of transactions any person other than Charles W. Ergen (or a Related Party) individually owns more than fifty percent (50%) of the total voting power of either: (A) DISH Network; or (B) the surviving entity in any such transaction(s) or a controlling affiliate of such surviving entity in such transaction(s); and (iv) Charles W. Ergen sells Equity Interests of DISH Network such that he owns beneficially less than 50% of the total Equity Interests that he owned beneficially immediately following the grant of shares to the Three-Year 2017 GRAT, the Two-Year 2017 GRAT, the Two-Year March 2018 GRAT, the Two-Year May 2018 GRAT or the Two-Year November 2018 GRAT, as applicable.

For purposes of the definition of Change of Control Event :

Continuing Director means, as of any date of determination, any member of the Board of Directors of DISH Network who: (a) was a member of such Board of Directors on the date on which the applicable grantor retained annuity trust was established; or (b) was nominated for election or elected to such Board of Directors either: (x) with the affirmative vote of a majority of the Continuing Directors who were members of such Board of Directors at the time of such nomination or election; or (y) by Charles W. Ergen and his Related Parties.

Equity Interest means any capital stock of DISH Network and all warrants, options or other rights to acquire capital stock of DISH Network (but excluding any debt security that is convertible into, or exchangeable for, capital stock of DISH Network).

Related Party means: (a) Charles W. Ergen s spouse and each of his immediate family members; (b) each trust, corporation, partnership or other entity of which Charles W. Ergen beneficially holds an eighty percent (80%) or more controlling interest or that was created for estate planning purposes including without limitation the grantor retained annuity trusts; and (c) the personal representatives, administrators, executor, guardians, or any person(s) or entit(ies) to which Charles W. Ergen s shares of DISH Network are transferred as a result of a transfer by will or the applicable laws of descent and distribution.

Item 7. **Material to be Filed as Exhibits**

Exhibit A: Agreement of Joint Filing

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.

	CHARLES W. ERGEN
Dated: March 12, 2019	*\/s\/ Charles W. Ergen* Charles W. Ergen
	CANTEY M. ERGEN
Dated: March 12, 2019	*\/s\/ Cantey M. Ergen* Cantey M. Ergen
	ERGEN THREE-YEAR 2017 DISH GRAT
Dated: March 12, 2019	*\/s\/ Cantey M. Ergen* Cantey M. Ergen, Trustee
	ERGEN TWO-YEAR 2017 DISH GRAT
Dated: March 12, 2019	*\/s\/ Cantey M. Ergen* Cantey M. Ergen, Trustee
	ERGEN TWO-YEAR MARCH 2018 DISH GRAT
Dated: March 12, 2019	*\/s\/ Cantey M. Ergen* Cantey M. Ergen, Trustee
	ERGEN TWO-YEAR MAY 2018 DISH GRAT
Dated: March 12, 2019	*\/s\/ Cantey M. Ergen* Cantey M. Ergen, Trustee
	ERGEN TWO-YEAR NOVEMBER 2018 DISH GRAT
Dated: March 12, 2019	*\/s\/ Cantey M. Ergen* Cantey M. Ergen, Trustee
	TELLURAY HOLDINGS, LLC
Dated: March 12, 2019	*\/s\/ Cantey M. Ergen* Cantey M. Ergen, Manager

Attention: Intentional misstatements or omissions of fact

constitutes Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

Exhibit A: Agreement of Joint Filing

EXHIBIT A

Agreement of Joint Filing

Pursuant to Rule 13d-1(k)(l)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement on Schedule 13D/A to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

CHARLES W. ERGEN

Dated: March 12, 2019 — */s/ Charles W. Ergen*
Charles W. Ergen

CANTEY M. ERGEN

Dated: March 12, 2019 — */s/ Cantey M. Ergen*
Cantey M. Ergen

ERGEN THREE-YEAR 2017 DISH GRAT

Dated: March 12, 2019 — */s/ Cantey M. Ergen*
Cantey M. Ergen, Trustee

ERGEN TWO-YEAR 2017 DISH GRAT

Dated: March 12, 2019 — */s/ Cantey M. Ergen*
Cantey M. Ergen, Trustee

ERGEN TWO-YEAR MARCH 2018 DISH GRAT

Dated: March 12, 2019 — */s/ Cantey M. Ergen*
Cantey M. Ergen, Trustee

ERGEN TWO-YEAR MAY 2018 DISH GRAT

Dated: March 12, 2019 — */s/ Cantey M. Ergen*
Cantey M. Ergen, Trustee

ERGEN TWO-YEAR NOVEMBER 2018 DISH GRAT

Dated: March 12, 2019 — */s/ Cantey M. Ergen*
Cantey M. Ergen, Trustee

TELLURAY HOLDINGS, LLC

/s/ Cantey M. Ergen

Dated: March 12, 2019

Cantey M. Ergen, Manager