

EchoStar CORP
Form 4
December 03, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ergen Four-Year 2010 SATS GRAT

(Last) (First) (Middle)
400 INVERNESS
PARKWAY, SUITE 250
(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Joint Filing Group

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			(A) or (D)	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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(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	(1)	12/01/2014	G(2)	V			1,389,373		(1)	(1)	Class A Common Stock	1,389,373
Class B Common Stock	(1)	12/01/2014	G(5)	V			232,156		(1)	(1)	Class A Common Stock	232,156
Class B Common Stock	(7)								(7)	(7)	Class A Common Stock	10,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ergen Four-Year 2010 SATS GRAT 400 INVERNESS PARKWAY SUITE 250 ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen Five-Year 2010 SATS GRAT 400 INVERNESS PARKWAY SUITE 250 ENGLEWOOD, CO 80112		X		Joint Filing Group
ERGEN THREE YEAR 2014 SATS GRAT 400 INVERNESS PARKWAY SUITE 250 ENGLEWOOD, CO 20876		X		Joint Filing Group

Signatures

/s/ William R. Gouger, Trustee of the Ergen Four-Year 2010 SATS GRAT, by Katherine M. Hanna, His Attorney-in-Fact 12/03/2014
__Signature of Reporting Person Date

/s/ William R. Gouger, Trustee of the Ergen Five-Year 2010 SATS GRAT, by Katherine M. Hanna, His Attorney-in-Fact 12/03/2014
__Signature of Reporting Person Date

/s/ William R. Gouger, Trustee of the Ergen Three-Year 2014 SATS GRAT, by Katherine M. Hanna, His Attorney-in-Fact 12/03/2014
__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) On November 30, 2010, Charles W. Ergen established four GRATs, contributing 2,500,000 Class B shares to each, resulting in the transfer of a total of 10,000,000 Class B shares. Each 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 Ergen Four-Year 2010 SATS GRAT, 317,870 shares were distributed as an annuity to Mr. Ergen on December 1, 2014, and the remaining 1,071,503 shares were distributed to a trust, the beneficiaries of which are members of Mr. Ergen's family. Following this distribution, the Ergen Four-Year 2010 SATS GRAT expired pursuant to its terms.

(3) These securities were owned directly by the Ergen Four-Year 2010 SATS 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 June 2, 2014) 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) Pursuant to the terms of the Ergen Five-Year 2010 SATS GRAT, 232,156 shares were distributed as an annuity to Mr. Ergen on December 1, 2014, with the Ergen Five-Year 2010 SATS GRAT retaining 1,456,698 shares. The Ergen Five-Year 2010 SATS GRAT expires on November 30, 2015.

(6) These securities are owned directly by the Ergen Five-Year 2010 SATS GRAT.

(7) On May 30, 2014, Charles W. Ergen established a GRAT and contributed 10,000,000 Class B shares to the GRAT. The 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.

(8) These securities are owned directly by the Ergen Three-Year 2014 SATS 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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