

DISH Network CORP  
Form 8-K  
November 03, 2015

**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 3, 2015**

**DISH NETWORK CORPORATION**

(Exact name of registrant as specified in its charter)

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

**0-26176**  
(Commission File Number)

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

**9601 S. MERIDIAN BLVD.**  
**ENGLEWOOD, COLORADO**  
(Address of principal executive offices)

**80112**  
(Zip Code)

**(303) 723-1000**

(Registrant's telephone number, including area code)

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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))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 3, 2015, DISH Network Corporation ( "DISH Network" ) filed with the Secretary of State of the State of Nevada a Certificate of Amendment (the "Certificate of Amendment" ) to its Amended and Restated Articles of Incorporation, as amended (the "Articles of Incorporation" ) to designate an exclusive forum for certain legal actions. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On November 3, 2015, DISH Network held its 2015 Annual Meeting of Shareholders (the "Annual Meeting" ).

The following matters were voted upon at the Annual Meeting:

- a. The election of George R. Brokaw, James DeFranco, Cantey M. Ergen, Charles W. Ergen, Steven R. Goodbarn, Charles M. Lillis, Afshin Mohebbi, David K. Moskowitz, Tom A. Ortolf, and Carl E. Vogel as directors to serve until the 2016 annual meeting of shareholders or until their respective successors shall be duly elected and qualified;
- b. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015; and
- c. An amendment to the Articles of Incorporation to designate an exclusive forum for certain legal actions.

The following are the final voting results for each of the items voted upon at the Annual Meeting:

|                               | For           | Withheld   | Abstain | Broker<br>Non-Votes |
|-------------------------------|---------------|------------|---------|---------------------|
| <b>Election of directors:</b> |               |            |         |                     |
| George R. Brokaw              | 2,554,318,292 | 14,361,743 |         | 10,635,142          |
| James DeFranco                | 2,505,860,459 | 62,819,576 |         | 10,635,142          |
| Cantey M. Ergen               | 2,481,130,024 | 87,550,011 |         | 10,635,142          |
| Charles W. Ergen              | 2,533,459,821 | 35,220,214 |         | 10,635,142          |
| Steven R. Goodbarn            | 2,565,624,760 | 3,055,275  |         | 10,635,142          |
| Charles M. Lillis             | 2,556,766,085 | 11,913,950 |         | 10,635,142          |
| Afshin Mohebbi                | 2,555,861,325 | 12,818,710 |         | 10,635,142          |
| David K. Moskowitz            | 2,506,679,908 | 62,000,127 |         | 10,635,142          |
| Tom A. Ortolf                 | 2,540,096,528 | 28,583,507 |         | 10,635,142          |
| Carl E. Vogel                 | 2,502,564,650 | 66,115,385 |         | 10,635,142          |

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**Ratification of the appointment of KPMG LLP:**

|         |               |
|---------|---------------|
| For     | 2,576,504,655 |
| Against | 2,627,090     |
| Abstain | 183,432       |

**Amendment to the Articles of Incorporation to designate an exclusive forum for certain legal actions:**

|                  |               |
|------------------|---------------|
| For              | 2,495,859,332 |
| Against          | 72,318,107    |
| Abstain          | 502,596       |
| Broker Non-Votes | 10,635,142    |

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit 3.1      Certificate of Amendment to Articles of Incorporation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DISH NETWORK CORPORATION

Date: November 3, 2015

By:

/s/ R. Stanton Dodge  
R. Stanton Dodge  
Executive Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                     |
|---------------------------|--------------------------------------------------------|
| Exhibit 3.1               | Certificate of Amendment to Articles of Incorporation. |