

Burian Lawrence J.
Form 4
September 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
Burian Lawrence J.

2. Issuer Name and Ticker or Trading Symbol
MSG NETWORKS INC. [MSGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 PENNSYLVANIA PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2018

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

EVP, GC & Secretary

(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
 Form filed by More than One Reporting Person

NEW YORK, NY 10001

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	09/14/2018		M	4,217	A \$ 0 ⁽¹⁾	58,615	D
Class A Common Stock	09/14/2018		F ⁽²⁾	2,065	D \$ 24.35	56,550	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(1)	09/14/2018		M	4,217	(1) 09/15/2019	Class A Common Stock	4,217

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burian Lawrence J. 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001			EVP, GC & Secretary	

Signatures

/s/ Mark C. Cresitello, Attorney-in-Fact for Lawrence J. Burian 09/18/2018

**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) Each restricted stock unit ("RSU") was granted on September 15, 2016 under the MSG Networks Inc. ("Networks") 2010 Employee Stock Plan, as amended, and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on September 15, 2017. One-third of the RSUs vested and were settled on September 14, 2018. The remaining one-third of the RSUs will vest on September 15, 2019.
- (2) Represents RSUs of Networks withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above, exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.