
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO/A

(Amendment No. 1)(Final Amendment)

(Rule 13e-4)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

DISH NETWORK CORPORATION

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Stock Options to Purchase Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

25470M109

(CUSIP Number of Class of Securities)

Timothy A. Messner

Executive Vice President and General Counsel

DISH Network Corporation

9601 S. Meridian Boulevard

Englewood, Colorado 80112

(303) 723-1000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

Copies to:

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125 Broad Street

New York, New York 10004

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

Explanatory Note

This amendment amends and supplements the Tender Offer Statement on Schedule TO filed by the DISH Network Corporation (the “*Company*”) on June 24, 2022 relating to an offer by the issuer to exchange eligible stock options to purchase shares of the Company’s Class A common stock, par value \$0.01 per share (“*Class A Shares*”), for stock options to purchase an identical number of Class A Shares but having a new exercise price, term, and, in some cases, vesting schedule (the “*Exchange Offer*”) in each case upon the terms and subject to the conditions set forth in the Offer to Exchange, dated June 24, 2022 and the related Election Form for the Offer to Exchange. This is a final amendment reporting the results of the Exchange Offer.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Final Amendment amends and supplements only the items and exhibits to the Schedule TO that are being amended and supplemented, and unaffected items and exhibits are not included herein.

Item 4. Terms of the Transaction.

Item 4(a) of the Schedule TO is amended and supplemented as follows:

The Exchange Offer expired at 10:00 p.m., Mountain Daylight Time, Friday, July 22, 2022. The Company accepted for exchange 13,394,270 options out of 14,089,446 Eligible Options (95.1%). These options are being exchanged for 13,394,270 New Options. The New Option Grant Date is Friday, July 22, 2022. Pursuant to the terms of the Offer to Exchange, the New Options have an exercise price per share equal to the greater of \$20.00 or the closing price per share of our Class A Shares on the Nasdaq Global Select Market on the New Option Grant Date. The closing price per share of our Class A Shares on July 22, 2022 was \$18.70. Therefore, the exercise price per share for the New Options is \$20.00.

Item 12. Exhibits.

The Exhibit Index incorporated by reference into Item 12 of the Schedule TO is amended and supplemented as follows:

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(xiii)	Form of E-mail Confirming Closing of Exchange Offer and Acceptance of Eligible Options

SIGNATURE

After due 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.

Dated: July 25, 2022

By: /s/ Paul W. Orban

Paul W. Orban
Executive Vice President and
Chief Financial Officer

Date: July 25, 2022
From: Stock.Options@dish.com
Re: Closing of Exchange Offer and Acceptance of Your Election Form

IMPORTANT—PLEASE READ IMMEDIATELY

This email is to inform you that the Exchange Offer on the terms described in the Offer to Exchange Eligible Options for New Options, dated June 24, 2022, has closed.

This email confirms that we have accepted your last Election Form that was properly submitted to us (if any). As described in the Offer to Exchange, any Eligible Options that you elected to exchange will be cancelled, and New Options will be granted to you as of July 22, 2022. The terms of the Offer to Exchange provide for the New Options to have an exercise price per share equal to the greater of \$20.00 or the closing price per share of our Class A Shares on the Nasdaq Global Select Market on the New Option Grant Date. The closing price per share of our Class A Shares on July 22, 2022 was \$18.70. Therefore, the exercise price per share for the New Options is \$20.00.

If you elected to exchange any Eligible Options, Fidelity, our stock plan administrator, will reflect your exchange for New Options in your account. As described in the Offer to Exchange, you must accept the applicable award agreement, which will reflect the terms of your New Options, through the Fidelity Platform in order for your grant of New Options to be completed and to exercise the New Options. We will suspend transactions involving New Options while accounts are being adjusted. Therefore, you will not be able to exercise your New Options until accounts have been updated and you have accepted the applicable award agreement. Account updates are in progress and will be completed as soon as practicable. You will be notified via email when your award agreement(s) is available for acceptance.

If you have questions after receiving this email, please send an email to Stock.Options@dish.com, which is the preferred method, or call the Exchange Offer information line at 1-855-256-0682.

Capitalized terms used but not otherwise defined herein have the meanings set forth in the Offer to Exchange.
