

**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): January 17, 2023

DISH NETWORK CORPORATION
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

001-39144
(Commission File Number)

88-0336997
(IRS Employer
Identification No.)

9601 South Meridian Boulevard
Englewood, Colorado
(Address of principal executive offices)

80112
(Zip Code)

(303) 723-1000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, \$0.01 par value	DISH	The Nasdaq Stock Market L.L.C.

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On January 17, 2023, DISH Network Corporation (“DISH Network”) issued a press release announcing that it priced \$1,500,000,000 aggregate principal amount of its 11.750% Senior Secured Notes due 2027 (the “Notes”). The Notes will mature on November 15, 2027. Interest on the Notes will be paid on May 15 and November 15 of each year, commencing on May 15, 2023. The net proceeds of the offering are intended to be used for general corporate purposes, including the buildout of wireless infrastructure. The Notes will be secured by certain assets of certain DISH Network subsidiaries.

The Notes are a further issuance of the \$2,000,000,000 aggregate principal amount of 11.750% Senior Secured Notes due 2027 issued by DISH Network on November 15, 2022 (the “Initial Notes”). The Notes will form a single series with, have the same terms (other than their issue date and price to the public) and the same CUSIP number (except that the Notes that are issued pursuant to Regulation S will trade separately under a different CUSIP number until at least 40 days after the issue date of the Notes, subject to the terms of the Indenture and the applicable procedures of the depositary) as, and are expected to be fungible for trading purposes with, the Initial Notes. Following the completion of this offering, the aggregate principal amount of DISH Network’s 11.750% Senior Secured Notes due 2027 outstanding will be \$3,500,000,000.

DISH Network placed the Notes in a private placement under Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Certain statements incorporated by reference in this Current Report on Form 8-K may be forward-looking statements, which may involve a number of risks and uncertainties that could cause actual events or results to differ materially from those described. DISH Network undertakes no obligation to update forward-looking statements.

See Press Release, dated January 17, 2023, “DISH Network Places Offering of \$1,500,000,000 in Senior Secured Notes,” attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

[Exhibit 99.1 Press Release “DISH Network Places Offering of \\$1,500,000,000 in Senior Secured Notes” dated January 17, 2023](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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: January 17, 2023

By: /s/ Timothy A. Messner

Timothy A. Messner

Executive Vice President and General Counsel

DISH Network Places Offering of \$1,500,000,000 in Senior Secured Notes

ENGLEWOOD, Colo.— January 17, 2023— DISH Network Corporation (“DISH Network”) (NASDAQ: DISH) today announced that it priced an offering of \$1,500,000,000 aggregate principal amount of its 11.750% Senior Secured Notes due 2027 (the “Notes”). The Notes will be issued at an issue price of 102.000% of the principal amount. The net proceeds of the offering are intended to be used for general corporate purposes, including the buildout of wireless infrastructure. The Notes will be secured by certain assets of certain DISH Network subsidiaries.

The Notes are a further issuance of the \$2,000,000,000 aggregate principal amount of 11.750% Senior Secured Notes due 2027 issued by DISH Network on November 15, 2022 (the “Initial Notes”). The Notes will form a single series with, have the same terms (other than their issue date and price to the public) and the same CUSIP number (except that the Notes that are issued pursuant to Regulation S will trade separately under a different CUSIP number until at least 40 days after the issue date of the Notes, subject to the terms of the Indenture and the applicable procedures of the depository) as, and are expected to be fungible for trading purposes with, the Initial Notes. Following the completion of this offering, the aggregate principal amount of DISH Network’s 11.750% Senior Secured Notes due 2027 outstanding will be \$3,500,000,000. The offering is expected to close on January 26, 2023 subject to customary conditions.

The Notes will only be offered and sold to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and in offshore transactions in accordance with Regulation S under the Securities Act. The Notes being offered have not been registered under the Securities Act or the securities laws of any other jurisdiction. The Notes may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the Notes; nor shall there be any sale of these Notes in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Except for historical information contained herein, the matters set forth in this press release are forward-looking statements. The forward-looking statements set forth above involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in DISH Network’s Disclosure Regarding Forward-Looking Statements included in its recent filings with the Securities and Exchange Commission, including its annual reports on Form 10-K and quarterly reports on Form 10-Q. The forward-looking statements speak only as of the date made, and DISH Network expressly disclaims any obligation to update these forward-looking statements.
