

Madison Square Garden Co  
Form 4  
October 02, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MSG NETWORKS INC.

(Last) (First) (Middle)

11 PENNSYLVANIA PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Madison Square Garden Co [MSG]

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

09/30/2015

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01	09/30/2015		J(1)(2)(3)	20,397,558 (1) (2) (3)	(A) or (D) Price D (1) (2) (3)	0	D

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

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SEC 1474  
(9-02)

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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 Security (Instr. 3 and 4)
Class B Common Stock, par value \$0.01	\$ 0	09/30/2015		J(1)(2)(3)	4,529,518.33 (1) (2) (3)	(4) (4)	Class A Common Stock, par value \$0.01

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MSG NETWORKS INC. 11 PENNSYLVANIA PLAZA NEW YORK, NY 10001		X		See Remarks

## Signatures

/s/ Lawrence J. Burian, Executive Vice President, General Counsel and Secretary of MSG Networks Inc.

10/01/2015

\_\_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 September 28, 2015, due to an internal distribution of the Common Stock of The Madison Square Garden Company (formerly MSG Spingo, Inc., and referred to herein as "MSG"), a Delaware corporation, to MSG Networks Inc. (formerly The Madison Square Garden Company, and referred to herein as "MSG Networks"), a Delaware corporation, by certain wholly owned subsidiaries of MSG Networks, MSG Networks became the direct owner of the 1,000 shares of Common Stock of MSG. This internal distribution was exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") pursuant to Rule 16a-13 under the Exchange Act.

(2) Pursuant to the Amended and Restated Certificate of Incorporation of MSG filed by MSG with the Secretary of the State of Delaware on September 30, 2015, at 11:59 p.m. on September 30, 2015, the 1,000 outstanding shares of common stock of MSG were automatically converted into an aggregate of 20,397,558 fully-paid and nonassessable shares of Class A Common Stock of MSG and 4,529,518.33 fully-paid and nonassessable shares of Class B Common Stock of MSG (the "Recapitalization"). The Recapitalization was exempt pursuant to Rules 16a-9 and 16b-7 under the Exchange Act and did not result in a change in the pecuniary interest of MSG Networks in MSG.

(3) On September 30, 2015, 20,397,558 shares of Class A Common Stock of MSG and 4,529,518.33 shares of Class B Common Stock of MSG were distributed by MSG Networks by way of a pro rata dividend to its stockholders (the "Distribution"), which was exempt from Section 16 pursuant to Rule 16a-9 under the Exchange Act. As a result of the Distribution, MSG Networks no longer beneficially owns any shares of MSG and consequently is no longer subject to the requirements of Section 16 of the Exchange Act with respect to MSG.

(4) Class B Common Stock is convertible at the option of the holder on a one-for-one basis into Class A Common Stock of MSG.

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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