

DISH Network CORP
Form DEF 14A
March 28, 2018

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
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DISH Network Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 - (3) Filing Party:
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March 28, 2018

DEAR SHAREHOLDER:

It is a pleasure for me to extend to you an invitation to attend the 2018 Annual Meeting of Shareholders of DISH Network Corporation. The Annual Meeting will be held on May 7, 2018, at 1:00 p.m., local time, at DISH Network's headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

The enclosed Notice of 2018 Annual Meeting of Shareholders and Proxy Statement describe the proposals to be considered and voted upon at the Annual Meeting. During the Annual Meeting, we will also review DISH Network's operations and other items of general interest regarding the corporation.

We hope that all shareholders will be able to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting personally, it is important that you be represented. To ensure that your vote will be received and counted, please vote online, by mail or by telephone, by following the instructions included with the proxy card.

On behalf of the Board of Directors and senior management, I would like to express our appreciation for your support and interest in DISH Network. I look forward to seeing you at the Annual Meeting.

CHARLES W. ERGEN

Chairman

NOTICE OF 2018 ANNUAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF DISH NETWORK CORPORATION:

The Annual Meeting of Shareholders of DISH Network Corporation will be held on May 7, 2018, at 1:00 p.m., local time, at our headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112, for the following purposes:

1. To elect nine directors to our Board of Directors;
2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;
3. To amend and restate our Employee Stock Purchase Plan; and
4. To consider and act upon any other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

You may vote on these matters in person or by proxy. Whether or not you plan to attend the Annual Meeting, we ask that you vote by one of the following methods to ensure that your shares will be represented at the meeting in accordance with your wishes:

- Vote online or by telephone, by following the instructions included with the proxy card; or
- Vote by mail, by completing and returning the enclosed proxy card in the enclosed addressed stamped envelope.

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Only shareholders of record at the close of business on March 16, 2018 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the meeting. This proxy statement and the proxy card were either made available to you online or mailed to you beginning on or about March 28, 2018.

By Order of the Board of Directors

BRANDON EHRHART

Secretary

March 28, 2018

9601 S. Meridian Blvd. • Englewood, Colorado 80112 • Tel: (303) 723-1000 • Fax: (303) 723-1999

PROXY STATEMENT
OF
DISH NETWORK CORPORATION

GENERAL INFORMATION

This Proxy Statement and the accompanying proxy card are being furnished to you in connection with the 2018 Annual Meeting of Shareholders (the Annual Meeting) of DISH Network Corporation (DISH Network, we, us, our, or the Corporation). The Annual Meeting will be held on May 7, 2018, at 1:00 p.m., local time, at our headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

This Proxy Statement is being sent or provided on or about March 28, 2018, to holders of record at the close of business on March 16, 2018 (the Record Date) of our Class A Common Stock (the Class A Shares) and Class B Common Stock (the Class B Shares).

Your proxy is being solicited by our Board of Directors (the Board or Board of Directors). Your proxy may be revoked by written notice given to our Secretary at our headquarters at any time before being voted. You may also revoke your proxy by submitting a proxy with a later date or by voting in person at the Annual Meeting. To vote online or by telephone, please refer to the instructions included with the proxy card. To vote by mail, please complete the accompanying proxy card and return it to us as instructed in the accompanying proxy card. Votes submitted online or by telephone or mail must be received by 11:59 p.m., Eastern Time, on May 6, 2018. Submitting your vote online or by telephone or mail will not affect your right to vote in person, if you choose to do so. Proxies that are properly delivered to us and not revoked before the closing of the polls during the Annual Meeting will be voted for the proposals described in this Proxy Statement in accordance with the instructions set forth in the accompanying proxy card. The Board is currently not aware of any matters proposed to be presented at the Annual Meeting other than the election of nine directors, the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018, and the amendment and restatement of our Employee Stock Purchase Plan. If any other matter is properly presented at the Annual Meeting, the persons named in the accompanying proxy card will have discretionary authority to vote on that matter. Your presence at the Annual Meeting does not of itself revoke your proxy.

Attendance at the Meeting

All of our shareholders of record at the close of business on the Record Date, or their duly appointed proxies, may attend the Annual Meeting. Seating is limited, however, and admission to the Annual Meeting will be on a first-come, first-served basis. Registration and seating will begin at 12:30 p.m., local time, and the Annual Meeting will begin at 1:00 p.m., local time. Each shareholder may be asked to present a valid government issued photo identification confirming his or her identity as a shareholder of record, such as a driver s license or passport. Cameras, recording devices, and other electronic devices will not be permitted at the Annual Meeting.

If your shares are held by a broker, bank, or other nominee (often referred to as holding in street name) and you desire to attend the Annual Meeting, you will need to bring a legal proxy or a copy of a brokerage or bank statement reflecting your share ownership as of the Record Date. All shareholders must check in at the registration desk at the Annual Meeting.

Securities Entitled to Vote

Shareholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the shareholder of record, with respect to those shares. Shareholders of record receive this Proxy Statement and the accompanying 2017 Annual Report and the proxy card directly from us.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. Your broker, bank or other nominee, who is considered with respect to those shares the shareholder of record, should have forwarded the Notice of Internet Availability of Proxy Materials to you. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote your shares by completing the voting instruction form.

Only shareholders of record at the close of business on the Record Date are entitled to notice of the Annual Meeting. Such shareholders may vote shares held by them at the close of business on the Record Date at the Annual Meeting. At the close of business on the Record Date, 228,219,442 Class A Shares and 238,435,208 Class B Shares were outstanding. Each of the Class A Shares is entitled to one vote per share on each proposal to be considered by our shareholders. Each of the Class B Shares is entitled to ten votes per share on each proposal to be considered by our shareholders.

Vote Required

In accordance with our Articles of Incorporation, the presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the total voting power of all classes of our voting stock taken together shall constitute a quorum for the transaction of business at the Annual Meeting.

The affirmative vote of a plurality of the total votes cast for directors at the Annual Meeting is necessary to elect a director. No cumulative voting is permitted. The nine nominees receiving the highest number of votes cast for will be elected.

The affirmative vote of a majority of the voting power represented at the Annual Meeting is required to approve the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, and the amendment and restatement of our Employee Stock Purchase Plan. The total number of votes cast for will be counted for purposes of determining whether sufficient affirmative votes have been cast to approve the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, and the amendment and restatement of our Employee Stock Purchase Plan.

Abstentions from voting on a proposal by a shareholder at the Annual Meeting, as well as broker nonvotes, will be considered for purposes of determining the number of total votes present at the Annual Meeting. Abstentions will have the same effect as votes against the ratification of the appointment of KPMG LLP as our independent registered public accounting firm and the amendment and restatement of our Employee Stock Purchase Plan. However, abstentions will not be counted as against or for the election of directors. Broker

nonvotes will not be considered in determining the election of directors, the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, or the amendment and restatement of our Employee Stock Purchase Plan.

Charles W. Ergen, our Chairman, currently possesses approximately 78.4% of the total voting power. Please see Security Ownership of Certain Beneficial Owners and Management below. Mr. Ergen has indicated his intention to vote: (1) for the election of each of the nine director nominees; (2) for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm; and (3) for the amendment and restatement of our Employee Stock Purchase Plan. Accordingly, the election of each of the director nominees, and the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, and the amendment and restatement of our Employee Stock Purchase Plan, are assured notwithstanding a contrary vote by any or all shareholders other than Mr. Ergen.

Householding

We have adopted a procedure approved by the Securities and Exchange Commission (SEC) called householding. Under this procedure, service providers that deliver our communications to shareholders may deliver a single copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials to multiple shareholders sharing the same address, unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. Shareholders who participate in householding will continue to receive separate proxy cards. This householding procedure reduces our printing costs and postage fees.

We will deliver promptly upon written or oral request a separate copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials, as applicable, to a shareholder at a shared address to which a single copy of the documents was delivered. Please notify Broadridge Financial Solutions at 51 Mercedes Way, Edgewood, New York 11717 or (800) 542-1061 to receive a separate copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials.

If you are eligible for householding, but you and other shareholders with whom you share an address currently receive multiple copies of our annual reports, proxy statements and/or Notices of Internet Availability of Proxy Materials, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of our Annual Report, Proxy Statement, or Notice of Internet Availability of Proxy Materials for your household, please contact Broadridge Financial Solutions at the address or phone number provided above.

Our Mailing Address

Our mailing address is 9601 S. Meridian Blvd., Englewood, Colorado 80112.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

Nominees

Our shareholders will elect a board of nine directors at the Annual Meeting. Each of the directors is expected to hold office until the next annual meeting of our shareholders, or until his or her respective successor shall be duly elected and qualified. The affirmative vote of a plurality of the total votes cast for directors is necessary to elect a director. This means that the nine nominees who receive the most votes will be elected to the nine open directorships, even if they get less than a majority of the votes cast. Each nominee has consented to his or her nomination and has advised us that he or she intends to serve if elected. If at the time of the Annual Meeting one or more of the nominees have become unable to serve: (i) shares represented by proxies will be voted for the remaining nominees and for any substitute nominee or nominees; or (ii) the Board of Directors may, in accordance with our Bylaws, reduce the size of the Board of Directors or may leave a vacancy until a nominee is identified. Steven R. Goodbarn, a current member of the Board of Directors, will not continue to serve when his term expires on May 7, 2018. The Board of Directors has determined to reduce the size of the Board from ten directors to nine directors effective immediately following the expiration of Mr. Goodbarn's term as a director at the conclusion of the Annual Meeting.

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The nominees for director are as follows:

Name	Age	First Became Director	Position with the Corporation
George R. Brokaw	50	2013	Director
James DeFranco	65	1980	Director and Executive Vice President
Cantey M. Ergen	62	2001	Director and Senior Advisor
Charles W. Ergen	65	1980	Chairman
Charles M. Lillis	76	2013	Director
Afshin Mohebbi	55	2014	Director
David K. Moskowitz	59	1998	Director and Senior Advisor
Tom A. Ortolf	67	2005	Director
Carl E. Vogel	60	2005	Director and Senior Advisor

The following sets forth the business experience of each of the nominees over the last five years:

George R. Brokaw. Mr. Brokaw joined the Board in October 2013 and is a member of our Audit Committee and Nominating Committee. Mr. Brokaw is currently a Managing Partner of the investment firm Trafelet Brokaw & Co., LLC. Prior to forming Trafelet Brokaw & Co. Mr. Brokaw served as Managing Director of the Highbridge Growth Equity Fund at Highbridge Principal Strategies, LLC (Highbridge). Prior to joining Highbridge, Mr. Brokaw was a Managing Director and Head of Private Equity at Perry Capital, L.L.C. (Perry). Prior to joining Perry, Mr. Brokaw was Managing Director (Mergers & Acquisitions) of Lazard Frères & Co. LLC (Lazard). Mr. Brokaw currently serves on the board of directors of Alico, Inc. and Modern Media Acquisition Corp. Mr. Brokaw previously served on several public company boards of directors including North American Energy Partners Inc. and Terrapin 3 Acquisition Corporation. The Board has determined that Mr. Brokaw meets the independence requirements of NASDAQ and SEC rules and regulations. The Board concluded that Mr. Brokaw should continue to serve on the Board due, among other things, to his financial experience, acquired, in part, during his tenure with Highbridge, Perry and Lazard. Mr. Brokaw received a B.A. from Yale University and a J.D. and M.B.A. from the University of Virginia. Mr. Brokaw is a member of the New York Bar.

James DeFranco. Mr. DeFranco is one of our Executive Vice Presidents and has been one of our vice presidents and a member of the Board of Directors since our formation. During the past five years he has held various executive officer and director positions with DISH Network and our subsidiaries. During 1980, Mr. DeFranco co-founded DISH Network with Charles W. Ergen and Cantey M. Ergen. The Board concluded that Mr. DeFranco should continue to serve on the Board due, among other things, to his knowledge of DISH Network since its formation, particularly in sales and marketing.

Cantey M. Ergen. Mrs. Ergen has served on the Board since May 2001, is currently a Senior Advisor to us and has had a variety of operational responsibilities with us since our formation. Mrs. Ergen served as a member of the board of trustees of Children's Hospital Colorado from 2001 to 2012, and is now an honorary lifetime member. Mrs. Ergen has also served on the board of trustees of Wake Forest University since 2009. During 1980, Mrs. Ergen co-founded DISH Network with her future spouse, Charles W. Ergen, and James DeFranco. The Board concluded that Mrs. Ergen should continue to serve on the Board due, among other things, to her knowledge of DISH Network since its inception and her service to us in a multitude of roles over the years.

Charles W. Ergen. Mr. Ergen serves as our executive Chairman and has been Chairman of the Board of Directors since our formation. During the past five years, Mr. Ergen has held various executive officer and director positions with DISH Network and our subsidiaries including the position of President, which he most recently held from March 2015 to December 2015, and Chief Executive Officer, which he held most recently from March 2015 to December 2017. During 1980, Mr. Ergen co-founded DISH Network with his future spouse, Cantey M. Ergen, and James DeFranco. Mr. Ergen also serves as executive Chairman and Chairman of the Board of Directors of EchoStar Corporation (EchoStar). The Board concluded that Mr. Ergen should continue to serve on the Board due, among other things, to his role as our co-founder and controlling shareholder and the expertise, leadership and strategic direction that he has contributed to us since our formation.

Charles M. Lillis. Mr. Lillis joined the Board in November 2013 and is a member of our Audit Committee and Compensation Committee. Mr. Lillis served as an advisor to Wells Fargo Bank, N.A. (Wells Fargo) from 2011 to 2013. Previously, Mr. Lillis was a co-founder and managing partner of Castle Pines Capital LLC (Castle Pines Capital) from 2004 to 2011, a private equity concern and a financial services entity. Castle Pines Capital was acquired by Wells Fargo in 2011. Mr. Lillis was also previously a co-founder and principal of LoneTree Capital Management LLC (LoneTree Capital Management), a private equity investing group formed in 2000. Prior to LoneTree Capital Management, Mr. Lillis served as Chairman of the board of directors and Chief Executive Officer of MediaOne Group, Inc. from its inception in 1995 through its acquisition by AT&T Corp. in 2000. Mr. Lillis also has served on the boards of the following public companies: Charter Communications Inc. (Charter) from 2003 to 2005; Medco Health Solutions, Inc. from 2005 to 2012; SUPERVALU Inc. from 1995 to 2011; The Williams Companies Inc. from 2000 to 2009; and Washington Mutual, Inc. from 2005 to 2009. Mr. Lillis also serves on the board of directors of the private company SomaLogic Inc. The Board has determined that Mr. Lillis meets the independence requirements of NASDAQ and SEC rules and regulations. The Board concluded that Mr. Lillis should continue to serve on the Board due, among other things, to his financial and managerial experience.

Afshin Mohebbi. Mr. Mohebbi joined the Board in September 2014 and is a member of our Audit Committee and Nominating Committee. Mr. Mohebbi is a private investor and advisor to public and private companies. Mr. Mohebbi has been a Senior Advisor to TPG Capital since March 2003. Prior to TPG Capital, Mr. Mohebbi was President and Chief Operating Officer of Qwest Communications International, Inc. (Qwest) from April 2001 to December 2002. From July 2000 to April 2001, Mr. Mohebbi served as President, Worldwide Operations of Qwest. From June 1999 to July 2000, Mr. Mohebbi served as President and Chief Operating Officer at Qwest prior to its merger with US WEST, Inc. Before joining Qwest, Mr. Mohebbi served as President and managing director of the United Kingdom Markets for British Telecom and was a member of its management board from 1997 to 1999. Prior to British Telecom, Mr. Mohebbi served as Vice President-Marketing for SBC Communications, Inc., following its acquisition of Pacific Bell in 1997. Mr. Mohebbi began his career with Pacific Bell in 1983, where he held a variety of positions, including Vice President-Business Markets. Mr. Mohebbi previously served on the board of directors of Hanaro Telecom Incorporated from 2005 to 2007 and the board of directors of BearingPoint, Inc. from 2001 to 2005. Mr. Mohebbi currently serves on the board of directors of Digital Realty Trust, Inc., which he joined in 2016. Mr. Mohebbi also serves on the boards of directors of several private companies. The Board has determined that Mr. Mohebbi meets the independence requirements of NASDAQ and SEC rules and regulations. The Board concluded that Mr. Mohebbi should continue to serve on the Board due, among other things, to his financial and managerial experience in the telecommunications and related industries, acquired, in part, during his tenure with TPG Capital and Qwest.

David K. Moskowitz. Mr. Moskowitz is one of our Senior Advisors and was an Executive Vice President as well as our Secretary and General Counsel until 2007. Mr. Moskowitz joined us in March 1990. He was elected to the Board in 1998. Mr. Moskowitz performs certain business functions for us and our subsidiaries from time to time. Mr. Moskowitz served as a member of the board of directors of EchoStar from its formation in October 2007 until May 2012. Mr. Moskowitz also serves on the board of directors of several private companies and charitable organizations. The Board concluded that Mr. Moskowitz should continue to serve on the Board due, among other things, to his knowledge of DISH Network from his service as a director since 1998 and his business and legal expertise that he brings to the Board, in particular in light of his service as our General Counsel for 17 years.

Tom A. Ortolf. Mr. Ortolf joined the Board in May 2005 and is a member of our Audit Committee, Compensation Committee, and Nominating Committee. Mr. Ortolf has been the President of CMC, a privately held investment management firm, for over twenty years. The Board has determined that Mr. Ortolf meets the independence requirements of NASDAQ and SEC rules and regulations. Mr. Ortolf has also served as a member of the board of directors of EchoStar since its formation in October 2007. The Board concluded that Mr. Ortolf should continue to serve on the Board due, among other things, to his knowledge of DISH Network from his service as a director since 2005 and his expertise in finance, business, and risk management, in particular in light of his experience as an executive with CMC.

Carl E. Vogel. Mr. Vogel has served on the Board since May 2005 and is currently a Senior Advisor to us. Mr. Vogel is also a private investor as well as a senior advisor to KKR & Co. L.P. He served as our President from September 2006 to February 2008 and served as our Vice Chairman from June 2005 to March 2009. From October 2007 to March 2009, Mr. Vogel served as the Vice Chairman of the board of directors of, and as a Senior Advisor to, EchoStar. From 2001 to 2005, Mr. Vogel served as the President and CEO of Charter, a publicly-traded company providing cable television and broadband services to approximately six million customers. Prior to joining Charter,

Mr. Vogel worked as an executive officer in various capacities for companies affiliated with Liberty Media Corporation from 1998 to 2001. Mr. Vogel was one of our executive officers from 1994 to 1997, including serving as our President from 1995 to 1997. Mr. Vogel is also currently serving on the boards of directors of Shaw Communications Inc. (which he joined in 2006), Universal Electronics, Inc. (which he joined in 2009), Sirius XM Holdings Inc. (which he joined in 2011) and AMC Networks Inc. (which he joined in 2013). The Board concluded that Mr. Vogel should continue to serve on the Board due, among other things, to his knowledge of DISH Network from his service as a director and officer and his experience in the telecommunications and related industries from his service over the years as a director or officer with a number of different companies in those industries.

Charles W. Ergen, our Chairman, currently possesses approximately 78.4% of the total voting power. Please see Security Ownership of Certain Beneficial Owners and Management below. Mr. Ergen has indicated his intention to vote in favor of each of the nominees set forth in Proposal No. 1. Accordingly, election of all of the nominees set forth in Proposal No. 1 is assured notwithstanding a contrary vote by any or all shareholders other than Mr. Ergen.

The Board of Directors unanimously recommends a vote FOR the election of all of the nominees named herein (Item No. 1 on the enclosed proxy card).

CORPORATE GOVERNANCE MATTERS

Board of Directors and Committees and Selection Process

Our Board held seven meetings in 2017 and also took action by unanimous written consent on six occasions during 2017. Each of our directors attended at least 75% of the aggregate of: (i) the total number of meetings of the Board held during the period in which he or she was a director and (ii) the total number of meetings held by all committees of the Board on which he or she served. In addition, our non-employee directors held four executive sessions in 2017.

Directors are elected annually and serve until their successors are duly elected and qualified or their earlier resignation or removal. Officers serve at the discretion of the Board.

We are a controlled company within the meaning of the NASDAQ Marketplace Rules because more than 50% of our voting power is held by Charles W. Ergen, our Chairman. Mr. Ergen currently beneficially owns approximately 48.0% of our total equity securities and possesses approximately 78.4% of the total voting power. Mr. Ergen's beneficial ownership excludes 33,790,620 of Class A Shares issuable upon conversion of Class B Shares currently held by certain trusts established by Mr. Ergen for the benefit of his family. These trusts beneficially own approximately 12.9% of our total equity securities and possess approximately 12.9% of the total voting power. Please see Security Ownership of Certain Beneficial Owners and Management below. Therefore, we are not subject to the NASDAQ listing requirements that would otherwise require us to have: (i) a Board of Directors comprised of a majority of independent directors; (ii) compensation of our executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors; (iii) a compensation committee charter which, among other things, provides the compensation committee with the authority and funding to retain compensation consultants and other advisors; and (iv) director nominees selected, or recommended for the Board's selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors. Nevertheless, the Corporation has created a Compensation Committee and a Nominating Committee, in addition to an Audit Committee, all of which are composed entirely of independent directors. The charters of our Compensation, Audit and Nominating Committees are available free of charge on the investor relations section of our website at <http://www.dish.com>. The function and authority of these committees are described below:

Audit Committee. Our Board has established a standing Audit Committee in accordance with NASDAQ rules and Section 10A of the Securities Exchange Act of 1934 (the Exchange Act) and related SEC rules and regulations. The Audit Committee operates under an Audit Committee Charter adopted by the Board. The principal functions of the Audit Committee are to: (i) select the independent registered public accounting firm and set their compensation; (ii) select the internal auditor; (iii) review and approve management's plan for engaging our independent registered public accounting firm during the year to perform non-audit services and consider what effect these services will have on the independence of our independent registered public accounting firm; (iv) review our annual financial statements and other financial reports that require approval by the Board; (v) oversee the integrity of our financial statements, our systems of disclosure and internal controls, and our compliance with legal and regulatory requirements; (vi) review the scope of our independent registered public accounting firm's audit plans and the results of their audits; and (vii) evaluate the performance of our internal audit function and independent registered public accounting firm.

The Audit Committee held eight meetings and took action by unanimous written consent on one occasion during 2017. The current members of the Audit Committee are Messrs. Goodbarn, Brokaw, Lillis, Mohebbi and Ortolf, with Mr. Ortolf serving as Chairman of the Audit Committee and Mr. Goodbarn serving as our audit committee financial expert. The Board has determined that each of these individuals meets the

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independence requirements of NASDAQ and SEC rules and regulations. The Board has also determined that each member of our Audit Committee is financially literate and that Mr. Goodbarn qualifies as an audit committee financial expert as defined by applicable SEC rules and regulations. Following our Annual Meeting, it is expected that the Audit Committee will consist of Messrs. Ortolfo, Brokaw, Lillis and Mohebbi, with Mr. Brokaw expected to serve as the audit committee financial expert. Mr. Goodbarn will cease to be a member of the Audit Committee when his term as a director expires at the Annual Meeting.

Compensation Committee. The Compensation Committee operates under a Compensation Committee Charter adopted by the Board. The principal functions of the Compensation Committee are, to the extent the Board deems necessary or appropriate, to: (i) make and approve all option grants and other issuances of DISH Network's equity securities to DISH Network's executive officers and Board members other than nonemployee directors; (ii) approve all other option grants and issuances of DISH Network's equity securities, and recommend that the full Board make and approve such grants and issuances; (iii) establish in writing all performance goals for performance-based compensation that together with other compensation to senior executive officers could exceed \$1 million annually, other than standard stock incentive plan options that may be paid to DISH Network's executive officers, and certify achievement of such goals prior to payment; and (iv) set the compensation of Mr. Ergen, who is our Chairman. The Compensation Committee held seven meetings and took action by unanimous written consent on four occasions during 2017. The current members of the Compensation Committee are Mr. Goodbarn, Mr. Lillis, and Mr. Ortolf, with Mr. Goodbarn serving as Chairman of the Compensation Committee. The Board has determined that each of these individuals meets the independence requirements of NASDAQ and SEC rules and regulations. Following our Annual Meeting, it is expected that the Compensation Committee will consist of Messrs. Ortolf, Brokaw, and Lillis, with Mr. Brokaw expected to serve as its Chairman. Mr. Goodbarn will cease to be a member of the Compensation Committee when his term as a director expires at the Annual Meeting.

Nominating Committee. The Nominating Committee operates under a Nominating Committee Charter adopted by the Board. The principal function of the Nominating Committee is to recommend independent director nominees for selection by the Board. The Nominating Committee held one meeting and took action by unanimous written consent on one occasion during 2017. The current members of the Nominating Committee are Mr. Brokaw, Mr. Mohebbi and Mr. Ortolf, with Mr. Brokaw serving as Chairman of the Nominating Committee. Following the Annual Meeting, it is expected that Mr. Mohebbi will serve as the Chairman of the Nominating Committee. The Board has determined that each of these individuals meets the independence requirements of NASDAQ and SEC rules and regulations.

The Nominating Committee will consider candidates suggested by its members, other directors, senior management and shareholders as appropriate. No search firms or other advisors were retained to identify prospective nominees during the past fiscal year. The Nominating Committee has not adopted a written policy with respect to the consideration of candidates proposed by security holders or with respect to nominating anyone to our Board other than nonemployee directors. Director candidates, whether recommended by the Nominating Committee, other directors, senior management or shareholders are currently considered by the Nominating Committee and the Board, as applicable, in light of the entirety of their credentials, including, but not limited to, the following diverse factors: (i) their reputation and character; (ii) their ability and willingness to devote sufficient time to Board duties; (iii) their educational background; (iv) their business and professional achievements, experience, and industry background; (v) their independence from management under listing standards and the Corporation's governance guidelines; and (vi) the needs of the Board and the Corporation.

Board Criteria. In considering whether to recommend a prospective nominee for selection by the Board, including candidates recommended by shareholders, the Nominating Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. However, DISH Network believes that the backgrounds and qualifications of the directors, considered as a group, should provide a diverse mix of experience, knowledge, and abilities that will allow the Board to fulfill its responsibilities. The Nominating Committee recommends, if necessary, measures to be taken so that the Board reflects the appropriate balance of experience, knowledge, and abilities required for the Board as a whole and contains at least the minimum number of independent directors required by applicable laws and regulations.

A shareholder who wishes to recommend a prospective nominee for the Board should notify the Corporation's General Counsel or any member of the Nominating Committee in writing with whatever supporting material the shareholder considers appropriate. The Nominating Committee will also consider whether to nominate any person nominated by a shareholder pursuant to the provisions of the Corporation's Bylaws relating to shareholder nominations. Communications can be directed to the Corporation's General Counsel or any member of the Nominating Committee in accordance with the process described in Shareholder Communications below.

Board Leadership Structure. The Board currently separates the role of Chairman of the Board from the role of Chief Executive Officer, with Mr. Charles W. Ergen serving as Chairman and Mr. W. Erik Carlson serving as President and Chief Executive Officer of DISH Network. Mr. Ergen has previously held the positions of Chairman and Chief Executive Officer of DISH Network from time to time. Mr. Carlson is responsible for the day-to-day management of the Corporation and Mr. Ergen primarily identifies strategic priorities and leads the discussion and execution of strategy for DISH Network including, without limitation, devoting attention to the company's emerging wireless business. We believe this leadership structure is appropriate for the Corporation because, among other reasons, separating the Chairman and Chief Executive Officer roles allows us to efficiently develop and implement corporate strategy that is consistent with the Board's oversight

role, while facilitating strong day-to-day executive leadership. Among other things, separation of these roles allows our Chief Executive Officer and other members of senior management to focus on our day-to-day business, while at the same time the Board is able to take advantage of the unique blend of leadership, experience, and knowledge of our industry and business that Mr. Ergen brings to the role of Chairman in providing guidance to, and oversight of, management. In light of the separation of the role of Chairman of the Board from the role of Chief Executive Officer and Mr. Ergen's voting control, we believe that the creation of a lead independent director position is not necessary at this time.

The Board's Role in Risk Oversight

The Board has ultimate responsibility for oversight of the Corporation's risk management processes. The Board discharges this oversight responsibility through regular reports received from and discussions with senior management on areas of material risk exposure to the Corporation. These reports and Board discussions include, among other things, operational, financial, legal and regulatory, and strategic risks. Additionally, the Corporation's risk management processes are intended to identify, manage, and control risks so that they are appropriate considering the Corporation's scope, operations, and business objectives. The full Board (or the appropriate Committee in the case of risks in areas for which responsibility has been delegated to a particular Committee) engages with the appropriate members of senior management to enable its members to understand and provide input to, and oversight of, our risk identification, risk management, and risk mitigation strategies. The Audit Committee also meets regularly in executive session without management present to, among other things, discuss the Corporation's risk management culture and processes. For example, as part of its charter, our Audit Committee is responsible for, among other things, discussing the Corporation's policies with respect to risk assessment and risk management, and reviewing contingent liabilities and risks that may be material to the Corporation. When a Committee receives a report from a member of management regarding areas of risk, the Chairman of the relevant Committee is expected to report on the discussion to the full Board to the extent necessary or appropriate. This enables the Board to coordinate risk oversight, particularly with respect to interrelated or cumulative risks that may involve multiple areas for which more than one Committee has responsibility. The Board or applicable Committee also has authority to engage external advisors to the extent necessary or appropriate.

Other Information about Our Board of Directors

Compensation Committee Interlocks and Insider Participation. The Compensation Committee is comprised solely of independent directors. The Compensation Committee members are currently Mr. Goodbarn, Mr. Lillis and Mr. Ortolf. None of these individuals was an officer or employee of DISH Network or EchoStar at any time during the 2017 fiscal year. During the 2017 fiscal year, no executive officer of DISH Network served on: (i) the compensation committee of another entity, one of whose executive officers served on our Compensation Committee; (ii) the board of directors of another entity, one of whose executive officers served on our Compensation Committee; or (iii) the compensation committee of another entity, one of whose executive officers served on our Board of Directors.

Annual Meeting Attendance. Although we do not have a policy with regard to Board members' attendance at our annual meetings of shareholders, all of our directors are encouraged to attend such meetings. All of our directors serving as directors at the time of our 2017 annual meeting were in attendance at our 2017 annual meeting. We expect that all of our directors will attend the 2018 Annual Meeting.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Unless otherwise indicated, the following table sets forth, to the best of our knowledge, the beneficial ownership of our voting securities as of the close of business on the Record Date by: (i) each person known by us to be the beneficial owner of more than five percent of any class of our voting securities; (ii) each of our directors; (iii) our Chief Executive Officer, Chief Financial Officer and three other most highly compensated persons acting as one of our executive officers in 2017 (collectively, the *Named Executive Officers* or *NEOs*); and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, each person listed in the following table (alone or with family members) has sole voting and dispositive power over the shares listed opposite such person's name.

Name (1)	Amount and Nature of Beneficial Ownership	Percentage of Class
<i>Class A Common Stock:</i>		
Charles W. Ergen (2), (3)	208,118,344	48.0%
Cantey M. Ergen (4)	207,446,344	47.9%
Centennial Fiduciary Management LLC (5)	33,818,805	12.9%
JPMorgan Chase & Co. (6)	27,341,380	12.0%
Putnam Investments, LLC (7)	18,313,309	8.0%
Dodge & Cox (8)	16,458,596	7.2%
Eagle Capital Management, LLC (9)	15,487,595	6.8%
The Vanguard Group (10)	14,952,686	6.6%
BlackRock, Inc. (11)	13,890,626	6.1%
James DeFranco (12)	4,382,491	1.9%
David K. Moskowitz (13)	178,240	*
W. Erik Carlson (14)	97,536	*
Vivek Khemka (15)	82,001	*
Tom A. Ortolf (16)	80,200	*
Thomas A. Cullen (17)	68,567	*
Charles M. Lillis (18)	41,860	*
Carl E. Vogel (19)	41,632	*
George R. Brokaw (20)	27,500	*
Steven R. Goodbarn (21)	27,000	*
Afshin Mohebbi (22)	23,750	*
Steven E. Swain (23)	22,557	*
Jeffrey L. McSchooler (24)	16,483	*
All Directors and Executive Officers as a Group (21 persons) (25)	213,415,735	49.2%
<i>Class B Common Stock:</i>		
Charles W. Ergen	204,644,588	85.8%
Cantey M. Ergen	204,644,588	85.8%
Trusts (26)	33,790,620	14.2%
All Directors and Executive Officers as a Group (21 persons) (25)	204,644,588	85.8%

* Less than 1%.

(1) Except as otherwise noted below, the address of each such person is 9601 S. Meridian Blvd., Englewood, Colorado 80112. As of the close of business on the Record Date, there were 228,219,442 outstanding Class A Shares and 238,435,208 outstanding Class B Shares.

(2) Mr. Ergen is deemed to own beneficially all of the Class A Shares owned by his spouse, Cantey M. Ergen. Mr. Ergen's beneficial ownership includes: (i) 596,470 Class A Shares; (ii) 19,743 Class A Shares held in the Corporation's 401(k) Employee Savings Plan (the 401(k) Plan); (iii) 672,000 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date; (iv) 235 Class A Shares held by Mrs. Ergen; (v) 2,183 Class A Shares held in the 401(k) Plan by Mrs. Ergen; (vi) 8,955 Class A Shares held by one of Mr. and Mrs. Ergen's children; (vii) 2,167,705 Class A Shares held by a charitable foundation for which Mr. Ergen is an officer and for which he shares investment and voting power with Mrs. Ergen; (viii) 6,465 shares of Class A Common Stock held by a trust for which Mrs. Ergen has a durable power of attorney on behalf of the beneficiary of the trust; and (ix) 204,644,588 Class A Shares issuable upon conversion of

Mr. Ergen's Class B Shares. Mr. Ergen has sole voting and dispositive power with respect to 80,107,963 Class B Shares. Mr. Ergen's beneficial ownership of Class A Shares excludes: (a) 28,185 shares of Class A Common Stock held by certain trusts established by Mr. Ergen for the benefit of his family; and (b) 33,790,620 Class A Shares issuable upon conversion of Class B Shares held by certain trusts established by Mr. Ergen for the benefit of his family (see (5) below in the notes to the table).

(3) Because each Class B Share is entitled to 10 votes per share, Mr. Ergen owns beneficially equity securities of the Corporation representing approximately 78.4% of the voting power of the Corporation (assuming no conversion of the Class B Shares and after giving effect to the exercise of Mr. Ergen's employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date). Mr. Ergen's beneficial ownership includes: (i) 8,536,625 Class B Shares owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Three-Year 2015 DISH GRAT; (ii) 40,000,000 Class B Shares owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Three-Year 2017 DISH GRAT; (iii) 40,000,000 Class B Shares owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2017 DISH GRAT; and (iv) 36,000,000 Class B Shares owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year March 2018 DISH GRAT. Mr. Ergen's beneficial ownership excludes 33,790,620 Class A Shares issuable upon conversion of Class B Shares held by certain trusts established by Mr. Ergen for the benefit of his family (see (5) below in the notes to the table). These trusts beneficially own approximately 12.9% of our total equity securities and possess approximately 12.9% of the total voting power.

(4) Mrs. Ergen beneficially owns all of the Class A Shares owned by her spouse, Mr. Ergen, except for 672,000 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.

(5) The address of Centennial Fiduciary Management LLC is 1623 Central Avenue, Suite 214, Cheyenne, Wyoming 82001. Centennial Fiduciary Management LLC's beneficial ownership includes: (i) 28,185 Class A Shares owned beneficially by Centennial Fiduciary Management LLC solely in its capacity as trustee (with sole voting and dispositive power) of certain trusts established by Mr. Ergen for the benefit of his family; and (ii) 33,790,620 Class A Shares issuable upon conversion of the Class B Shares owned beneficially by Centennial Fiduciary Management LLC solely in its capacity as trustee (with sole voting and dispositive power) of certain trusts established by Mr. Ergen for the benefit of his family. There is no arrangement or agreement between any of the trusts identified in clauses (i) and (ii) above to vote or dispose of any shares of DISH Network. In its capacity as trustee, Centennial Fiduciary Management LLC exercises voting and dispositive power with respect to each such trust independently and in accordance with its fiduciary responsibilities to the beneficiaries of such trusts. Mr. William R. Gouger is deemed to own beneficially all of the Class A Shares and Class B Shares owned beneficially by Centennial Fiduciary Management LLC solely by virtue of his position as the sole member of the investment committee (with sole voting and dispositive power) of Centennial Fiduciary Management LLC, which serves as trustee of certain trusts established by Mr. Ergen for the benefit of his family. The address of Mr. Gouger is 5701 S. Santa Fe Drive, Littleton, Colorado 80123.

(6) The address of JPMorgan Chase & Co. (JPMorgan Chase) is 270 Park Avenue, New York, New York 10017. Of the Class A Shares beneficially owned, JPMorgan Chase has sole voting power as to 24,878,779 Class A

Shares and sole dispositive power as to 27,226,071 Class A Shares. In addition, of the Class A Shares beneficially owned, JPMorgan Chase has shared voting power as to 32,641 Class A Shares and shared dispositive power as to 109,626 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by JPMorgan Chase with the SEC on January 19, 2018.

(7) The address of Putnam Investments, LLC (Putnam Investments) is One Post Office Square, Boston, Massachusetts 02109. Of the Class A Shares beneficially owned, Putnam Investments has sole voting power as to 185,379 Class A Shares and sole dispositive power as to 18,313,309 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by Putnam Investments with the SEC on February 7, 2018.

(8) The address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, California 94104. Of the Class A Shares beneficially owned, Dodge & Cox has sole voting power as to 15,578,479 Class A Shares and sole dispositive power as to 16,458,596 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by Dodge & Cox with the SEC on February 13, 2018.

(9) The address of Eagle Capital Management, LLC (Eagle) is 499 Park Avenue, 17th Floor, New York, New York 10022. Of the Class A Shares beneficially owned, Eagle has sole voting power as to 13,010,589 Class A Shares and sole dispositive power as to 15,487,595 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by Eagle with the SEC on February 14, 2018.

(10) The address of The Vanguard Group (Vanguard) is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355. Of the Class A Shares beneficially owned, Vanguard has sole voting power as to 320,398 Class A Shares and sole dispositive power as to 14,601,864 Class A Shares. In addition, of the Class A Shares beneficially owned, Vanguard has shared voting power as to 42,056 Class A Shares and shared dispositive power as to 350,522 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by Vanguard with the SEC on February 8, 2018.

(11) The address of BlackRock, Inc. (BlackRock) is 55 East 52nd Street, New York, New York 10055. Of the Class A Shares beneficially owned, BlackRock has sole voting power as to 12,340,652 Class A Shares and sole dispositive power as to 13,890,626 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by BlackRock with the SEC on February 8, 2018.

(12) Mr. DeFranco s beneficial ownership includes: (i) 1,133,529 Class A Shares; (ii) 19,743 Class A Shares held in the 401(k) Plan; (iii) 12,000 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date; (iv) 50,000 Class A Shares held by Mr. DeFranco in an irrevocable trust for the benefit of his children and grandchildren; (v) 12,160 Class A Shares held by Mr. DeFranco as custodian for his children; (vi) 1,250,000 Class A Shares controlled by Mr. DeFranco as general partner of a limited partnership; and (vii) 1,905,059 Class A Shares held by Mr. DeFranco as a general partner of a different limited partnership.

(13) Mr. Moskowitz s beneficial ownership includes: (i) 133,378 Class A Shares; (ii) 18,935 Class A Shares held in the 401(k) Plan; and (iii) 25,927 Class A Shares held by a charitable foundation for which Mr. Moskowitz is a member of the board of directors.

(14) Mr. Carlson s beneficial ownership includes: (i) 10,216 Class A Shares; (ii) 1,320 Class A Shares held in the 401(k) Plan; and (iii) 86,000 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.

(15) Mr. Khemka s beneficial ownership includes: (i) 1,397 Class A Shares; (ii) 813 Class A Shares held in the 401(k) Plan; (iii) 78,000 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date; and (iv) 1,791 Class A Shares held by Mr. Khemka s spouse.

(16) Mr. Ortolf s beneficial ownership includes: (i) 20,000 Class A Shares subject to nonemployee director stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date; (ii) 200 Class A Shares held in the name of one of his children; and (iii) 60,000 Class A Shares held by a partnership of which Mr. Ortolf is a partner and are held as collateral for a margin account.

- (17) Mr. Cullen's beneficial ownership includes: (i) 5,353 Class A Shares; (ii) 1,214 Class A Shares held in the 401(k) Plan; and (iii) 62,000 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.
- (18) Mr. Lillis' beneficial ownership includes: (i) 8,080 Class A Shares; (ii) 27,500 Class A Shares subject to nonemployee director stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date; (iii) 2,355 Class A Shares held by a limited liability company of which Mr. Lillis is the managing member; and (iv) 3,925 Class A Shares held by Mr. Lillis' spouse.
- (19) Mr. Vogel's beneficial ownership includes: (i) 40,165 Class A Shares; and (ii) 1,467 Class A Shares held in the 401(k) Plan.
- (20) Mr. Brokaw's beneficial ownership includes 27,500 Class A Shares subject to nonemployee director stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.
- (21) Mr. Goodbarn's beneficial ownership includes: (i) 5,000 Class A Shares; and (ii) 22,000 Class A Shares subject to nonemployee director stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.
- (22) Mr. Mohebbi's beneficial ownership includes 23,750 Class A Shares subject to nonemployee director stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.
- (23) Mr. Swain's beneficial ownership includes: (i) 1,132 Class A Shares; (ii) 425 Class A Shares held in the 401(k) Plan; and (iii) 21,000 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.
- (24) Mr. McSchooler's beneficial ownership includes: (i) 225 Class A Shares; (ii) 5,218 Class A Shares held in the 401(k) Plan; and (iii) 11,040 Class A Shares subject to employee stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date.

(25) Includes: (i) 1,939,791 Class A Shares; (ii) 74,916 Class A Shares held in the 401(k) Plan; (iii) 1,261,898 Class A Shares subject to employee and nonemployee director stock options that are either currently exercisable or may become exercisable within 60 days of the Record Date; (iv) 3,217,414 Class A Shares held in partnerships; (v) 204,644,588 Class A Shares issuable upon conversion of Class B Shares; (vi) 83,496 Class A Shares held in the name of, or in trust for, children and other family members; and (vii) 2,193,632 Class A Shares held by charitable foundations. Class A Shares and Class B Shares beneficially owned by both Mr. and Mrs. Ergen are only included once in calculating the aggregate number of shares owned by directors and executive officers as a group.

(26) Held by certain trusts established by Mr. Ergen for the benefit of his family (see (5) above in the notes to the table).

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of our common stock to file reports with the SEC regarding their ownership and changes in ownership of our equity securities. We believe that during 2017, our directors, executive officers, and 10% shareholders complied with all Section 16(a) filing requirements. In making these statements, we have relied upon examination of copies of Forms 3, 4, and 5 provided to us and the written representations of our directors and officers.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis addresses our compensation objectives and policies for our Named Executive Officers, or NEOs, the elements of NEO compensation and the application of those objectives and policies to each element of fiscal 2017 compensation for our NEOs. Our NEOs in 2017 were Charles W. Ergen, W. Erik Carlson, Vivek Khemka, Jeffrey L. McSchooler, Thomas A. Cullen and Steven E. Swain.

This Compensation Discussion and Analysis contains information regarding company performance targets and goals for our executive compensation program. These targets and goals were disclosed to provide information on how executive compensation was determined in 2017 but are not intended to be estimates of future results or other forward-looking guidance. We caution investors against using these targets and goals outside of the context of their use in our executive compensation program as described herein.

Overall Compensation Program Objectives and Policies

Compensation Philosophy

DISH Network's executive compensation program is guided by the following key principles:

- Attraction, retention, and motivation of executive officers over the long-term;
- Recognition of individual performance;
- Recognition of the achievement of company-wide performance goals; and
- Creation of shareholder value by aligning the interests of management and DISH Network's shareholders through equity incentives.

General Compensation Levels

The total direct compensation opportunities, both base salaries and long-term incentives, offered to DISH Network's NEOs have been designed to ensure that they are competitive in the market, support DISH Network's executive recruitment and retention objectives, reward individual and company-wide performance, and contribute to DISH Network's long-term success by aligning the interests of its executive officers and shareholders.

The Compensation Committee, without Mr. Ergen present, determines Mr. Ergen's compensation. Mr. Ergen recommends to the Board of Directors, but the Board of Directors ultimately approves, the base compensation of DISH Network's other NEOs. The Compensation Committee has made and approved grants of options and other equity-based compensation to DISH Network's NEOs, and established in writing performance goals for any performance-based compensation that together with other compensation to any of DISH Network's NEOs could exceed \$1 million annually. The Compensation Committee has also certified achievement of those performance goals prior to payment of performance-based compensation.

In determining the actual amount of each NEO's compensation, the Corporation considers, among other things, the following factors: (i) the information described in "Compilation of Certain Proxy Data" below; (ii) subjective performance evaluations of the individual's performance (after reviewing Mr. Ergen's recommendations with respect to the NEOs other than himself); (iii) the individual's success in achieving individual and company-wide goals; (iv) whether the performance goals of any short-term or long-term incentive plans were met and the payouts that would become payable upon achievement of those performance goals; (v) equity awards previously granted to the individual; and (vi) equity awards that would be normally granted upon a promotion in accordance with DISH Network's policies for promotions. The Corporation also considers the extent to which individual extraordinary efforts of each of DISH Network's NEOs resulted in tangible increases in corporate, division, or department success when setting base cash salaries and short term incentive compensation.

Furthermore, the Compensation Committee also makes a subjective determination as to whether an increase should be made to Mr. Ergen's compensation based on its evaluation of Mr. Ergen's contribution to the success of DISH Network, whether the performance goals of any short-term or long-term incentive plans were met, the respective payouts that would become payable to Mr. Ergen upon achievement of those performance goals, and the respective options and other stock awards currently held by Mr. Ergen and whether such awards are sufficient to retain Mr. Ergen.

This approach to general compensation levels is not formulaic and the weight given to any particular factor in determining a particular NEO's compensation depends on the subjective consideration of all factors described above in the aggregate.

With respect to incentive compensation, DISH Network attempts to ensure that each NEO has equity incentives at any given time that are significant in relation to such individual's annual cash compensation to ensure that each of DISH Network's NEOs has appropriate incentives tied to the performance of DISH Network's Class A Shares. Therefore, DISH Network may grant more equity incentives to one particular NEO in a given year if a substantial portion of the NEO's equity incentives are vested and the underlying stock is capable of being sold. In addition, if an NEO recently received a substantial amount of equity incentives, DISH Network may not grant any equity incentives to that particular NEO.

Compilation of Certain Proxy Data

In connection with the approval process for DISH Network's executive officer compensation, the Board of Directors and the Compensation Committee had management prepare a compilation of the compensation components for the NEOs of companies selected by the Compensation Committee, as disclosed in their respective publicly-filed proxy statements (the "Proxy Data"). These surveyed companies included: AT&T Inc.; Comcast Corporation; Time Warner Cable Inc.; Charter Communications, Inc.; Liberty Global, Inc.; Verizon Communications Inc.; T-Mobile US Inc.; Sprint Corporation; CenturyLink, Inc.; Level 3 Communications, Inc.; and Netflix, Inc. The Proxy Data, along with other information obtained by members of the Compensation Committee from media reports, such as newspaper or magazine articles or other generally available sources related to executive compensation, and from corporate director events attended by members of the Compensation Committee, is used solely as a subjective frame of reference, rather than a basis for benchmarking compensation for DISH Network's NEOs. We do not utilize a formulaic or standard, formalized benchmarking level or element in tying or otherwise setting DISH Network's executive compensation to that of other companies. Generally, DISH Network's overall compensation lags behind competitors in the area of base pay, severance packages, and short-term incentives but is intended to be competitive over time in equity compensation. If DISH Network's stock performance substantially outperforms similar companies, executive compensation at DISH Network could exceed that at similar companies. Barring significant increases in the stock price, however, DISH Network's compensation levels generally lag its peers.

Deductibility of Compensation

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Section 162(m) of the U.S. Internal Revenue Code (the Code) places a limit on the tax deductibility of compensation in excess of \$1 million paid to certain covered employees of a publicly held corporation (generally, the corporation's chief executive officer and its next three most highly compensated executive officers in the year that the compensation is paid). Prior to the adoption of the Tax Cuts and Jobs Act (the Tax Reform), this limitation only applied to compensation that was not considered performance-based under the Section 162(m) rules. The Tax Reform repealed this exemption for performance-based compensation. We generally structure our compensation programs, where feasible, to minimize or eliminate the impact of the limitations of Section 162(m) of the Code when we believe such payments are appropriate, after taking into consideration changing business conditions or the officer's performance. However, nondeductible compensation in excess of this limitation may be paid.

Use of Compensation Consultants

No compensation consultants were retained by the Corporation, the Board of Directors or the Compensation Committee to either evaluate or recommend the setting of executive compensation during the past fiscal year.

Implementation of Executive Compensation Program Objectives and Policies

Weighting and Selection of Elements of Compensation

As described in **General Compensation Levels** above, we have not in the past assigned specific weights to any factors considered in determining compensation, and none of the factors are more dispositive than others.

Elements of Executive Compensation

The primary components of DISH Network's executive compensation program have included:

- base cash salary;
- short-term incentive compensation, including conditional and/or performance-based cash incentive compensation and discretionary bonuses;
- long-term equity incentive compensation in the form of stock options and restricted stock units offered under DISH Network's stock incentive plans;
- 401(k) plan; and
- other compensation, including perquisites and personal benefits and post-termination compensation.

These elements combine to promote the objectives and policies described above. Base salary, 401(k) benefits and other benefits and perquisites provided generally to DISH Network employees provide a minimum level of compensation for our NEOs. Short-term incentives reward individual performance and achievement of annual goals important to DISH Network. Long-term equity-incentive compensation aligns NEO compensation directly with the creation of long-term shareholder value and promotes retention.

DISH Network has not required that a certain percentage of an executive's compensation be provided in one form versus another. However, our goal is to award compensation that is reasonable in relation to DISH Network's compensation program and objectives when all elements of potential compensation are considered. Each element of DISH Network's historical executive compensation and the rationale for each element is described below.

Base Cash Salary

DISH Network has traditionally included salary in its executive compensation package under the belief that it is appropriate that some portion of the compensation paid to its executives be provided in a form that is fixed and liquid occurring over regular intervals. Generally, for the reasons discussed in Long-Term Equity Incentive Compensation, DISH Network has weighted overall compensation towards equity components as opposed to base salaries. The Board of Directors has traditionally been free to set base salary at any level deemed appropriate, with the Compensation Committee setting the base salary of the Chairman. The Compensation Committee and the Board of Directors typically review base salaries once annually. Any increases or decreases in base salary on a year-over-year basis have usually been dependent on a combination of the following factors, as assessed by the Compensation Committee and/or the Board of Directors, as applicable:

- DISH Network's overall financial and business performance;
- the performance of the NEO's business unit;
- the NEO's individual contributions to DISH Network; and
- the rate of DISH Network's standard annual merit increase for employees who are performing at a satisfactory level.

Short-Term Incentive Compensation

This compensation program, if implemented for a particular year, generally provides for a bonus that is linked to annual performance as determined by the Compensation Committee at the beginning of each fiscal year when it establishes the short-term incentive plan for that year. The objective of the short-term incentive plan is to compensate NEOs in significant part based on the achievement of specific annual goals that the Compensation Committee believes will create an incentive to maximize long-term shareholder value. This compensation program also permits short-term incentive compensation to be awarded in the form of discretionary cash bonuses based on individual performance during the year.

During 2017, we elected not to implement a short-term incentive program. The decision not to implement a short-term incentive program during 2017 was made based upon, among other things, the adoption of the 2017 Long Term Incentive Plan, or 2017 LTIP, discussed below. While the Compensation Committee did not implement a short-term incentive program during 2017, the Compensation Committee granted certain short-term performance-based awards to Mr. Carlson and Mr. Khemka, discussed below.

Long-Term Equity Incentive Compensation

DISH Network has traditionally operated under the belief that executive officers will be better able to contribute to its long-term success and help build incremental shareholder value if they have a stake in that future success and value. DISH Network believes this stake focuses the executive officers' attention on managing DISH Network as owners with equity positions in DISH Network and aligns their interests with the long-term interests of DISH Network's shareholders. Equity awards therefore have represented an important and significant component of DISH Network's compensation program for executive officers. DISH Network has attempted to create general incentives with its standard stock option grants and conditional incentives through conditional awards that may include payouts in cash or equity.

General Equity Incentives

With respect to equity incentive compensation, DISH Network attempts to ensure that each NEO has equity incentives at any given time that are significant in relation to such individual's annual cash compensation to ensure that each of DISH Network's NEOs has appropriate incentives tied to the performance of DISH Network's Class A Shares. Therefore, DISH Network may grant more equity incentives to one particular NEO in a given year if a substantial portion of the NEO's equity incentives are vested and the underlying stock is capable of being sold. In addition, if a NEO recently received a substantial amount of equity incentives, DISH Network may not grant any equity incentives to that particular NEO. In particular, in granting awards for 2017, the Compensation Committee took into account, among other things, the amount necessary to retain our executive officers and that our executive officers had been granted equity incentives under the 2013 LTIP and the adoption of the 2017 Long Term Incentive Plan, or 2017 LTIP, discussed below.

In granting equity incentive compensation, the Compensation Committee also takes into account whether the NEO has been promoted in determining whether to award equity awards to that individual. Finally, from time to time, the Compensation Committee may award one-time equity awards based on a number of subjective criteria, including the NEO's position and role in DISH Network's success and whether the NEO made any exceptional contributions to DISH Network's success.

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To aid in our retention of employees, options granted under DISH Network's stock incentive plans generally vest at the rate of 20% per year and have exercise prices not less than the fair market value of DISH Network's Class A Shares on the date of grant or the last trading day prior to the date of grant (if the date of grant is not a trading day). Other than performance-based awards, including awards granted under the 2013 LTIP and the 2017 LTIP, DISH Network's standard form of option agreement given to executive officers has included acceleration of vesting upon a change in control of DISH Network for those executive officers that are terminated by DISH Network or the surviving entity, as applicable, for any reason other than for cause during the twenty-four month period following such change in control.

The principal provisions of our equity incentive plans, and certain material equity incentive grants under such plans, are summarized below. This summary and the features of these equity incentive plans and grants set forth below do not purport to be complete and are qualified in their entirety by reference to the provisions of the specific equity incentive plan or grant.

Practices Regarding Grant of Equity Incentives

Prior to 2013, DISH Network generally awarded equity incentives as of the last day of each calendar quarter and set exercise prices at not less than the fair market value of Class A Shares on the date of grant or the last trading day prior to the date of grant (if the last day of the calendar quarter was not a trading day). Beginning April 1, 2013, DISH Network generally awards equity incentives as of the first day of each calendar quarter and will set exercise prices at not less than the fair market value of Class A Shares on the date of grant or the last trading day prior to the date of grant (if the date of grant is not a trading day).

2009 Stock Incentive Plan

We have adopted an employee stock incentive plan, which we refer to as the 2009 Stock Incentive Plan. The purpose of the 2009 Stock Incentive Plan is to provide incentives to attract and retain executive officers and other key employees. Awards available to be granted under the 2009 Stock Incentive Plan include: (i) stock options; (ii) stock appreciation rights; (iii) restricted stock and restricted stock units; (iv) performance awards; (v) dividend equivalents; and (vi) other stock-based awards.

Class B Chairman Stock Option Plan

We have adopted a Class B Chairman stock option plan, which we refer to as the 2002 Class B Chairman Stock Option Plan. The purpose of the 2002 Class B Chairman Stock Option Plan is to promote the interests of DISH Network and its subsidiaries by aiding in the retention of Charles W. Ergen, the Chairman of DISH Network, who our Board of Directors believes is crucial to assuring our future success, to offer Mr. Ergen incentives to put forth maximum efforts for our future success and to afford Mr. Ergen an opportunity to acquire additional proprietary interests in DISH Network. Mr. Ergen abstained from our Board of Directors' vote on this matter. Awards available to be granted under the 2002 Class B Chairman Stock Option Plan include nonqualified stock options and dividend equivalent rights with respect to DISH Network's Class B Shares.

Employee Stock Purchase Plan

We have adopted an employee stock purchase plan, which we refer to as our ESPP. The purpose of the ESPP is to provide our eligible employees with an opportunity to acquire a proprietary interest in us by the purchase of our Class A Shares. All full-time employees who are employed by DISH Network for at least one calendar quarter are eligible to participate in the ESPP. Employee stock purchases are made through payroll deductions. Under the terms of the ESPP, employees are not permitted to deduct an amount that would permit such employee to purchase our capital stock in an amount that exceeds \$25,000 in fair market value of capital stock in any one year. The ESPP is intended to qualify under Section 423 of the Code and thereby provide participating employees with an opportunity to receive certain favorable income tax consequences as to stock purchased under the ESPP. On March 15, 2018, our Board adopted an amendment and restatement of the ESPP, which is subject to approval by our shareholders at the Annual Meeting. The proposed amendment and restatement of the ESPP would increase the number of Class A Shares that may be purchased under the ESPP from 2,800,000 to 3,800,000. For information regarding the proposed amendment and restatement of the ESPP, see Proposal No. 3.

2010 Equity Incentive to Mr. Cullen

During 2010, based on Mr. Ergen's subjective evaluation of Mr. Cullen's contributions to the Corporation's performance and to align his interests with the long-term interests of DISH Network's shareholders, Mr. Ergen recommended, and the Compensation Committee agreed, to grant Mr. Cullen 200,000 restricted stock units (RSUs) and an option to purchase 600,000 of the Corporation's Class A Shares, with such awards vesting incrementally before June 30, 2020 according to the following vesting schedules.

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Fifty percent (50%) of the option and RSU awards granted to Mr. Cullen vest based upon achieving the following specified cumulative free cash flow goals while achieving and maintaining a minimum threshold of 15,250,000 total net subscribers:

Cumulative Free Cash Flow Goals	Number of Options Vesting	Number of RSUs Vesting
\$ 250 million	15,000	5,000
\$ 500 million	15,000	5,000
\$ 750 million	15,000	5,000
\$ 1 billion	15,000	5,000
\$ 1.25 billion	15,000	5,000
\$ 1.5 billion	15,000	5,000
\$ 1.75 billion	15,000	5,000
\$ 2 billion	15,000	5,000
\$ 2.25 billion	15,000	5,000
\$ 2.5 billion	15,000	5,000
\$ 2.75 billion	15,000	5,000
\$ 3 billion	15,000	5,000
\$ 3.25 billion	15,000	5,000
\$ 3.5 billion	15,000	5,000
\$ 3.75 billion	15,000	5,000
\$ 4 billion	15,000	5,000
\$ 4.25 billion	15,000	5,000
\$ 4.5 billion	15,000	5,000
\$ 4.75 billion	15,000	5,000
\$ 5 billion	15,000	5,000

In the event that the total net subscriber threshold is met and a cumulative free cash flow goal is achieved as of the last day of a given calendar quarter: (i) the applicable cumulative free cash flow goal(s) will be retired; and (ii) the corresponding increment(s) of the option or RSU awards will vest and shall become exercisable contemporaneously with the filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC.

The other fifty percent (50%) of the option and RSU awards granted to Mr. Cullen vest based upon achieving the following specified total net subscriber goals while achieving and maintaining the specified cumulative free cash flow goal:

Cumulative Free Cash Flow Goals	Total Net Subscriber Goals	Number of Options Vesting	Number of RSUs Vesting
\$ 250 million	15,250,000	15,000	5,000
\$ 500 million	15,500,000	15,000	5,000
\$ 750 million	15,750,000	15,000	5,000
\$ 1 billion	16,000,000	15,000	5,000
\$ 1.25 billion	16,250,000	15,000	5,000
\$ 1.5 billion	16,500,000	15,000	5,000
\$ 1.75 billion	16,750,000	15,000	5,000
\$ 2 billion	17,000,000	15,000	5,000
\$ 2.25 billion	17,250,000	15,000	5,000
\$ 2.5 billion	17,500,000	15,000	5,000
\$ 2.75 billion	17,750,000	15,000	5,000
\$ 3 billion	18,000,000	15,000	5,000
\$ 3.25 billion	18,250,000	15,000	5,000
\$ 3.5 billion	18,500,000	15,000	5,000

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\$	3.75 billion	18,750,000	15,000	5,000
\$	4 billion	19,000,000	15,000	5,000
\$	4.25 billion	19,250,000	15,000	5,000
\$	4.5 billion	19,500,000	15,000	5,000
\$	4.75 billion	19,750,000	15,000	5,000
\$	5 billion	20,000,000	15,000	5,000

In the event that the cumulative free cash flow goal is met (or has already been retired and continues to be met) and a total net subscriber goal is achieved as of the last day of any such calendar quarter: (i) the applicable total net subscriber goal(s) will be retired; and (ii) the corresponding increment of the option or RSU awards will vest and shall become exercisable contemporaneously with the filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC.

For purposes of the total net subscriber goal and total net subscriber threshold under this equity incentive award, the calculation of subscribers is a formula that takes into account, among other things, Pay-TV subscribers, broadband subscribers and wireless subscribers (including, without limitation, the applicable characteristics of such subscribers). In addition, for purposes of the cumulative free cash flow goals under this equity incentive award, the calculation of cumulative free cash flow is a formula that takes into account, among other things, free cash flow as set forth in the Corporation's financial results for that quarter or year, as applicable, filed with the SEC. The Compensation Committee has final authority to, among other things, interpret, and calculate any and all aspects of this equity incentive award, including vesting and all other aspects of calculating the achievement of the goals under this equity incentive award.

2011 Equity Incentives to Mr. Ergen

During 2011, the Compensation Committee determined that Mr. Ergen should receive a grant of options to purchase 1,200,000 of the Corporation's Class A Shares, with such award vesting incrementally before June 30, 2021, according to the following vesting schedules.

As determined by the Compensation Committee, fifty percent (50%) of the option awards granted to Mr. Ergen vest based upon achieving the following specified cumulative free cash flow goals while achieving and maintaining a minimum threshold of 14,250,000 total net subscribers:

Cumulative Free Cash Flow Goal	Vesting Schedule
\$ 250 million	30,000
\$ 500 million	30,000
\$ 750 million	30,000
\$ 1 billion	30,000
\$ 1.25 billion	30,000
\$ 1.5 billion	30,000
\$ 1.75 billion	30,000
\$ 2 billion	30,000
\$ 2.25 billion	30,000
\$ 2.5 billion	30,000
\$ 2.75 billion	30,000
\$ 3 billion	30,000
\$ 3.25 billion	30,000
\$ 3.5 billion	30,000
\$ 3.75 billion	30,000
\$ 4 billion	30,000
\$ 4.25 billion	30,000
\$ 4.5 billion	30,000
\$ 4.75 billion	30,000
\$ 5 billion	30,000

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In the event that the total net subscriber threshold is met and a cumulative free cash flow goal is achieved as of the last day of a given calendar quarter, as determined by the Compensation Committee: (i) the applicable cumulative free cash flow goal(s) will be retired; and (ii) the corresponding increment of the option will vest and shall become exercisable contemporaneously with the filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC. During 2013, we achieved the cumulative free cash flow goal of \$2.5 billion while achieving and maintaining a minimum threshold of 14,250,000 total net subscribers, resulting in the vesting of 300,000 stock options during 2013, as determined by the Compensation Committee. Accordingly, the \$250 million, \$500 million, \$750 million, \$1 billion, \$1.25 billion, \$1.5 billion, \$1.75 billion, \$2 billion, \$2.25 billion, and \$2.5 billion cumulative free cash flow goals under the grant

were retired. During 2014, we achieved the cumulative free cash flow goal of \$3.75 billion while achieving and maintaining a minimum threshold of 14,250,000 total net subscribers, resulting in the vesting of 150,000 stock options during 2014, as determined by the Compensation Committee. Accordingly, the \$2.75 billion, \$3 billion, \$3.25 billion, \$3.5 billion, and \$3.75 billion cumulative free cash flow goals under the grant were retired. During 2015, we achieved the cumulative free cash flow goal of \$5.0 billion while achieving and maintaining a minimum threshold of 14,250,000 total net subscribers, resulting in the vesting of 150,000 stock options during 2015, as determined by the Compensation Committee. Accordingly, all of the remaining cumulative free cash flow goals under the grant were retired during 2015.

As determined by the Compensation Committee, the other fifty percent (50%) of the option awards granted to Mr. Ergen vest based upon achieving the following specified total net subscriber goals, while achieving and maintaining the specified cumulative free cash flow goal:

Cumulative Free Cash Flow Goal	Total Net Subscriber Goal	Vesting Schedule
\$ 250 million	14,250,000	30,000
\$ 500 million	14,500,000	30,000
\$ 750 million	14,750,000	30,000
\$ 1 billion	15,000,000	30,000
\$ 1.25 billion	15,250,000	30,000
\$ 1.5 billion	15,500,000	30,000
\$ 1.75 billion	15,750,000	30,000
\$ 2 billion	16,000,000	30,000
\$ 2.25 billion	16,250,000	30,000
\$ 2.5 billion	16,500,000	30,000
\$ 2.75 billion	16,750,000	30,000
\$ 3 billion	17,000,000	30,000
\$ 3.25 billion	17,250,000	30,000
\$ 3.5 billion	17,500,000	30,000
\$ 3.75 billion	17,750,000	30,000
\$ 4 billion	18,000,000	30,000
\$ 4.25 billion	18,250,000	30,000
\$ 4.5 billion	18,500,000	30,000
\$ 4.75 billion	18,750,000	30,000
\$ 5 billion	19,000,000	30,000

In the event that the cumulative free cash flow goal is met (or has already been retired and continues to be met) and a total net subscriber goal is achieved as of the last day of any such calendar quarter, as determined by the Compensation Committee: (i) the applicable total net subscriber goal(s) will be retired; and (ii) the corresponding increment of the option will vest and shall become exercisable contemporaneously with the filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC. During 2013, we achieved the total net subscriber goal of 14,250,000 while achieving and maintaining the cumulative free cash flow goal of at least \$250 million, resulting in the vesting of 30,000 stock options during 2013, as determined by the Compensation Committee. Accordingly, the total net subscriber goal of 14,250,000 under the grant was retired. During 2014, we achieved the total net subscriber goal of 14,500,000 while achieving and maintaining the cumulative free cash flow goal of at least \$500 million, resulting in the vesting of 30,000 stock options during 2014, as determined by the Compensation Committee. Accordingly, the total net subscriber goal of 14,500,000 under the grant was retired. During 2015, 2016 and 2017, none of the total net subscriber goals under this grant were achieved.

For purposes of the total net subscriber goal and total net subscriber threshold under this equity incentive award, the calculation of subscribers is a formula that takes into account, among other things, Pay-TV subscribers, broadband subscribers and wireless subscribers (including, without limitation, the applicable characteristics of such subscribers). In addition, for purposes of the cumulative free cash flow goals under this equity incentive award, the calculation of cumulative free cash flow is a formula that takes into account, among other things, free cash flow as set forth in the Corporation's financial results for that quarter or year, as applicable, filed with the SEC. The Compensation Committee has final authority to, among other things, interpret, and calculate any and all aspects of this equity incentive award, including vesting and all other aspects of

calculating the achievement of the goals under this equity incentive award.

2013 Long-Term Incentive Plan

On November 30, 2012, the Board of Directors and the Compensation Committee approved a long-term, performance-based stock incentive plan, the 2013 Long-Term Incentive Plan, or 2013 LTIP, within the terms of DISH Network's 2009 Stock Incentive Plan. The purpose of the 2013 LTIP is to promote DISH Network's interests and the interests of its shareholders by providing key employees with financial rewards through equity participation upon achievement of specified long-term cumulative free cash flow goals while achieving and maintaining a specified long-term subscriber threshold and total net subscriber goals. The employees eligible to participate in the 2013 LTIP generally include DISH Network's executive officers, senior vice presidents, vice presidents and director-level employees. Employees participating in the 2013 LTIP received a one-time award of: (i) an option to acquire a specified number of shares priced at the market value as of the first day of the calendar quarter in which the option was granted or the last trading day prior to the date of grant (if the first day of the calendar quarter is not a trading day) and (ii) rights to acquire for no additional consideration a specified smaller number of Class A Shares. Initial awards granted under the 2013 LTIP were made as of January 1, 2013. Under the 2013 LTIP, the cumulative free cash flow goals and the total net subscriber threshold are measured on the last day of each calendar quarter. The cumulative free cash flow goals commenced April 1, 2013. The total net subscriber goals are measured on the last day of each calendar quarter commencing on January 1, 2013. For purposes of the total net subscriber goal and total net subscriber threshold under the 2013 LTIP, the calculation of subscribers is a formula that takes into account, among other things, Pay-TV subscribers and broadband subscribers (including, without limitation, the applicable characteristics of such subscribers). In addition, for purposes of the cumulative free cash flow goals under the 2013 LTIP, the calculation of cumulative free cash flow is a formula that takes into account, among other things, free cash flow as set forth in the Corporation's financial results for that quarter or year, as applicable, filed with the SEC, but excluding free cash flows from the wireless line of business. The Compensation Committee has final authority to, among other things, interpret and calculate any and all aspects of the 2013 LTIP, including vesting and all other aspects of calculating the achievement of the goals under the 2013 LTIP. As of July 2016, we no longer grant new awards under the 2013 LTIP.

In the event that a cumulative free cash flow goal and/or total net subscriber goal is achieved, and the total net subscriber threshold is met, as of the last day of any such calendar quarter, as determined by the Compensation Committee: (i) the applicable cumulative free cash flow goal and/or total net subscriber goal will be retired; and (ii) the corresponding increment of the option/restricted stock unit will vest and shall become exercisable contemporaneously with filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC, in accordance with the following vesting schedules:

	Cumulative Free Cash Flow Goal	Total Net Subscriber Threshold	Vesting Schedule
\$	1 billion	14.5 million	10%
\$	2 billion	14.5 million	10%
\$	3 billion	14.5 million	10%
\$	4 billion	14.5 million	10%
\$	5 billion	14.5 million	10%

Total Net Subscriber Goal	Vesting Schedule
14.5 million	10%
14.75 million	10%
15 million	10%
15.25 million	10%
15.5 million	10%

Employees who were granted equity awards after April 1, 2014 under the 2013 LTIP received: (i) an option to acquire a reduced number of Class A Shares; and (ii) rights to acquire for no additional consideration a reduced number of Class A Shares, relative to the amounts that were granted to employees at the same level prior to April 1, 2014. Such awards are subject to a vesting schedule that varies based upon the date on which such awards were granted.

Messrs. Ergen, Carlson and Cullen were each granted an option to purchase 60,000 Class A Shares and 30,000 RSUs under the 2013 LTIP on January 1, 2013. Mr. Khemka was granted an option to purchase 15,000 Class A Shares and 7,500 RSUs under the 2013 LTIP on January 1, 2013. Mr. Khemka was granted an additional option to purchase 15,000 Class A Shares and 7,500 RSUs under the 2013 LTIP on April 1, 2013, as a result of his promotion to Senior Vice President of Product Management on March 2, 2013. Finally, Mr. Khemka was granted an additional option to purchase 15,000 Class A Shares and 7,500 RSUs under the 2013 LTIP on January 1, 2016, as a result of his promotion to Executive Vice President and Chief Technology Officer on December 11, 2015. Mr. Swain was granted an option to purchase 15,000 Class A Shares and 7,500 RSUs under the 2013 LTIP on January 1, 2013. Mr. Swain was granted an additional option to purchase 12,000 Class A Shares and 6,000 RSUs under the 2013 LTIP on July 1, 2014, as a result of his promotion to Senior Vice President of Programming on April 28, 2014.

During 2013, none of the goals under the 2013 LTIP were achieved. During 2014, we achieved the cumulative free cash flow goal of \$1 billion while achieving and maintaining a minimum threshold of 14.5 million total net subscribers, which resulted in the cumulative vesting of 10% of the 2013 LTIP stock awards during 2014, as determined by the Compensation Committee. Accordingly, the \$1 billion cumulative free cash flow goal under the 2013 LTIP was retired. In addition, during 2014, we achieved the 14.5 million total net subscriber goal, which resulted in the cumulative vesting of 10% of the 2013 LTIP stock awards during 2014, as determined by the Compensation Committee. Accordingly, the 14.5 million total net subscriber goal under the 2013 LTIP was retired. During 2015, 2016 and 2017, none of the goals under the 2013 LTIP were achieved.

2017 Long-Term Incentive Plan

On December 2, 2016, the Board of Directors and the Compensation Committee approved a long-term, performance-based stock incentive plan, the 2017 Long-Term Incentive Plan, or 2017 LTIP, within the terms of DISH Network's 2009 Stock Incentive Plan. The purpose of the 2017 LTIP is to promote DISH Network's interests and the interests of its shareholders by providing key employees with financial rewards through equity participation upon achievement of specified long-term cumulative free cash flow goals (while achieving and maintaining a specified long-term subscriber threshold) and total net subscriber goals. The employees eligible to participate in the 2017 LTIP generally include DISH Network's executive officers, senior vice presidents, vice presidents and director-level employees. Employees participating in the 2017 LTIP receive a one-time award of an option to acquire a specified number of shares priced at the market value as of the first day of the calendar quarter in which the option was granted or the last trading day prior to the date of grant (if the first day of the calendar quarter is not a trading day). Initial awards granted under the 2017 LTIP were made as of January 1, 2017. Under the 2017 LTIP, the cumulative free cash flow goals, total net subscriber threshold and total net subscriber goals are measured on the last day of each calendar quarter commencing on January 1, 2017. For purposes of the total net subscriber goal and total net subscriber threshold under the 2017 LTIP, the calculation of subscribers is a formula that takes into account, among other things, Pay-TV subscribers and broadband subscribers (including, without limitation, the applicable characteristics of such subscribers). In addition, for purposes of the cumulative free cash flow goals under the 2017 LTIP, the calculation of cumulative free cash flow is a formula that takes into account, among other things, free cash flow as set forth in the Corporation's financial results for that quarter or year, as applicable, filed with the SEC, subject to certain exclusions. The Compensation Committee has final authority to, among other things, interpret and calculate any and all aspects of the 2017 LTIP, including vesting and all other aspects of calculating the achievement of the goals under the 2017 LTIP.

In the event that a cumulative free cash flow goal is achieved (and the total net subscriber threshold is met) or a total net subscriber goal is achieved as of the last day of any such calendar quarter, as determined by the Compensation Committee: (i) the applicable cumulative free cash flow goal and/or total net subscriber goal will be retired; and (ii) the corresponding increment of the option will vest and shall become exercisable contemporaneously with filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC, in accordance with the following vesting schedules:

	Cumulative Free Cash Flow Goal	Total Net Subscriber Threshold	Vesting Schedule
\$	1 billion	14.0 million	12.5%

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\$	2 billion	14.0 million	12.5%
\$	3 billion	14.0 million	12.5%
\$	4 billion	14.0 million	12.5%
\$	4.5 billion	14.0 million	12.5%

Total Net Subscriber Goal	Vesting Schedule
14.5 million	12.5%
15 million	12.5%
15.5 million	12.5%

Employees who are granted equity awards after March 31, 2017 under the 2017 LTIP will be eligible to receive an option to acquire a reduced number of Class A Shares, relative to the amounts that were granted to employees at the same level prior to March 31, 2017. Such awards are subject to a vesting schedule that varies based upon the date on which such awards were granted.

Messrs. Ergen, Carlson, Khemka and Cullen were each granted an option to purchase 60,000 Class A Shares under the 2017 LTIP on January 1, 2017. Mr. Swain was granted an option to purchase 30,000 Class A Shares under the 2017 LTIP on January 1, 2017. Mr. McSchooler was granted an option to purchase 60,000 Class A Shares under the 2017 LTIP on April 1, 2017.

2016 Cash Incentive to Mr. Carlson

The Compensation Committee determined that, on January 1, 2016, Mr. Carlson should receive a grant of a performance-based cash award of three hundred thousand dollars (\$300,000), with such award vesting based upon achieving certain quarterly earnings goals during 2016 (each a Quarterly Earnings Goal), in increments of seventy-five thousand dollars (\$75,000) in each calendar quarter. The Quarterly Earnings Goals for 2016 were as follows: (i) \$750 million in the first quarter 2016; (ii) \$750 million in the second quarter 2016; (iii) \$750 million in the third quarter 2016; and (iv) \$750 million in the fourth quarter 2016.

In the event that a Quarterly Earnings Goal was achieved as of the last day of a given calendar quarter, as determined by the Compensation Committee, the corresponding increment(s) of the performance-based cash award vested contemporaneously with the filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC. Furthermore, in the event that the Corporation achieved an aggregate amount of earnings for 2016 that was greater than or equal to \$3 billion (the sum of the above Quarterly Earnings Goals (subject to adjustment based upon certain gross subscriber additions during 2016), the Total Earnings Goal), as determined by the Compensation Committee, any unvested increment of the three hundred thousand dollars (\$300,000) vested contemporaneously with the filing of the Corporation's financial results for the year ended December 31, 2016, with the SEC.

For purposes of gross subscriber additions, the calculation of subscribers is a formula that takes into account, among other things, Pay-TV subscribers and broadband subscribers. In addition, for purposes of the Quarterly Earnings Goals and the Total Earnings Goal under this performance-based cash award, the calculation of earnings is a formula that takes into account, among other things, EBITDA as set forth in the Corporation's financial results for that quarter or year, as applicable, filed with the SEC. The Compensation Committee had final authority to, among other things, interpret and calculate any and all aspects of this performance-based cash award, including vesting and all other aspects of calculating the achievement of the goals under this performance-based cash award.

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During 2016, we achieved the Quarterly Earnings Goals for the first quarter 2016, the second quarter 2016, and the fourth quarter 2016, which resulted in the vesting of \$150,000 during 2016 and \$75,000 during 2017, as determined by the Compensation Committee. Accordingly, the Quarterly Earnings Goals for the first quarter 2016, the second quarter 2016, and the fourth quarter 2016 under this grant were retired. During 2016, we also achieved the Total Earnings Goal, which resulted in the vesting of the remaining unvested \$75,000 during 2017, as determined by the Compensation Committee. Accordingly, the Quarterly Earnings Goal for the third quarter 2016 and the Total Earnings Goal under this grant were retired.

2017 Cash Incentive to Mr. Carlson

During 2017, the Compensation Committee determined that Mr. Carlson should receive a grant of a performance-based cash award of five hundred thousand dollars (\$500,000), with such award vesting based upon the following vesting schedules.

As determined by the Executive Compensation Committee, two hundred fifty thousand dollars (\$250,000) of the performance-based cash award granted to Mr. Carlson vests based on achieving certain quarterly earnings goals during 2017 (each a Quarterly Earnings Goal), in increments of sixty-two thousand five hundred dollars (\$62,500) in each calendar quarter. The Quarterly Earnings Goals for 2017 were as follows: (i) \$793.2 million in the first quarter 2017; (ii) \$804.5 million in the second quarter 2017; (iii) \$715.2 million in the third quarter 2017; and (iv) \$801.8 million in the fourth quarter 2017.

In the event that a Quarterly Earnings Goal was achieved as of the last day of a given calendar quarter, as determined by the Compensation Committee, the corresponding increment(s) of the performance-based cash award vested contemporaneously with the filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC. Furthermore, in the event that the Corporation achieved an aggregate amount of earnings for 2017 that was greater than or equal to \$3.1146 billion (the sum of the above Quarterly Earnings Goals (subject to adjustment based upon certain gross subscriber additions during 2017), the Total Earnings Goal), as determined by the Compensation Committee, any unvested increment of the two hundred fifty thousand dollars (\$250,000) vested contemporaneously with the filing of the Corporation's financial results for the year ended December 31, 2017, with the SEC.

For purposes of gross subscriber additions, the calculation of subscribers is a formula that takes into account, among other things, Pay-TV subscribers. In addition, for purposes of the Quarterly Earnings Goals and the Total Earnings Goal under this performance-based cash award, the calculation of earnings is a formula that takes into account, among other things, EBITDA as set forth in the Corporation's financial results for that quarter or year, as applicable, filed with the SEC. The Compensation Committee had final authority to, among other things, interpret and calculate any and all aspects of this performance-based cash award, including vesting and all other aspects of calculating the achievement of the goals under this performance-based cash award.

During 2017, we achieved the Quarterly Earnings Goals for the first quarter 2017, the second quarter 2017, and the third quarter 2017, which resulted in the vesting of \$187,500 during 2017, as determined by the Compensation Committee. Accordingly, the Quarterly Earnings Goals for the first quarter 2017, the second quarter 2017, and the third quarter 2017 under this grant were retired. During 2017, we also achieved the Total Earnings Goal, which resulted in the vesting of the remaining unvested \$62,500 during 2018, as determined by the Compensation Committee. Accordingly, the Quarterly Earnings Goal for the fourth quarter 2017 and the Total Earnings Goal under the performance award were retired.

As determined by the Executive Compensation Committee, two hundred fifty thousand dollars (\$250,000) of the performance-based cash award granted to Mr. Carlson vests based on achieving certain quarterly net subscriber additions/losses goals during 2017 (each a Quarterly Net Subscriber Additions/Losses Goal), in increments of sixty-two thousand five hundred dollars (\$62,500) in each calendar quarter. The Quarterly Net Subscriber Additions/Losses Goals for 2017 were as follows: (i) (255,981) net subscribers in the first quarter 2017; (ii) (269,037) net subscribers in the second quarter 2017; (iii) (189,362) net subscribers in the third quarter 2017; and (iv) (185,620) net subscribers in the fourth quarter 2017.

In the event that a Quarterly Net Subscriber Additions/Losses Goal was achieved as of the last day of a given calendar quarter, as determined by the Compensation Committee, the corresponding increment(s) of the performance-based cash award vested contemporaneously with the filing of the Corporation's financial results for that quarter or year, as applicable, with the SEC. Furthermore, in the event that the Corporation achieved an aggregate amount of net subscriber additions/losses for 2017 that was greater than or equal to (900,000) subscribers (the sum of the above Quarterly Net Subscriber Additions/Losses Goals, the Annual Net Subscriber Additions/Losses Goal), as determined by the Compensation Committee, any unvested increment of the two hundred and fifty thousand dollars (\$250,000) vests contemporaneously with the filing of the Corporation's financial results for the year ended December 31, 2017, with the SEC. During 2017, we only achieved the Quarterly Net Subscriber Additions/Losses Goals for the fourth quarter 2017, which resulted in the vesting of \$62,500 during 2018, as determined by the Compensation Committee. Accordingly, the Quarterly Subscriber Goals for the first quarter 2017, the second quarter 2017, the third quarter 2017, the fourth quarter 2017, and the Annual Net Subscriber Additions/Losses Goal were retired.

For purposes of net subscriber additions/losses, the calculation of subscribers is a formula that takes into account, among other things, certain Pay-TV subscribers. In addition, for purposes of the Quarterly Net Subscriber Additions/Losses Goals and the Annual Net Subscriber Additions/Losses Goal under this performance-based cash award, the calculation of earnings is a formula that takes into account, among other things, EBITDA, as set forth in the Corporation's financial results for that quarter or year, as applicable, filed with the SEC. The Compensation Committee has final authority to, among other things, interpret and calculate any and all aspects of this performance-based cash award, including vesting, and all other aspects of calculating the achievement of the goals under this performance-based cash award.

2016 Cash Incentives to Mr. Khemka

The Compensation Committee determined that, on January 1, 2016, Mr. Khemka should receive a grant of performance-based cash award of five-hundred thousand dollars (\$500,000), with such award vesting based upon achieving a certain number of total net Internet protocol television (IPTV) subscribers during the calendar year (each, a Net IPTV Subscriber Additions Goal). The Net IPTV Subscriber Goal was to achieve positive net IPTV subscribers during each calendar year, generally vesting in increments of \$0.10 per positive net IPTV subscriber in such calendar year.

In the event that a Net IPTV Subscriber Additions Goal is achieved as of the last day of any calendar year during the measurement period, the corresponding dollar amount of the performance-based cash award vested contemporaneously with the filing the Corporation's financial results for that year with the SEC.

For purposes of the Net IPTV Subscriber Goal under this performance-based cash award, the calculation of total net IPTV subscribers was a formula that took into account, among other things, subscribers to our Sling TV services. The Compensation Committee had final authority to, among other things, interpret and calculate any and all aspects of this performance-based cash award, including vesting and all other aspects of calculating the achievement of the goal under this performance-based cash award.

During 2016, we achieved the Net IPTV Subscriber Goal for the year ended December 31, 2016, which resulted in the vesting of approximately \$88,000 under this performance-based cash award during 2017, as determined by the Compensation Committee. During 2017, we achieved the Net IPTV Subscriber Goal for the year ended December 31, 2017, which resulted in the vesting of approximately \$71,000 under this performance-based cash award during 2018, as determined by the Compensation Committee.

Following the payment in 2018, no further payments will be made under this performance-based cash award.

401(k) Plan

DISH Network has adopted the 401(k) Plan, a defined-contribution tax-qualified 401(k) plan, for its employees, including its executives, to encourage its employees to save some percentage of their cash compensation for their eventual retirement. DISH Network's executives participate in the 401(k) Plan on the same terms as DISH Network's other employees. Under the 401(k) Plan, employees generally become eligible for participation in the 401(k) Plan upon completing ninety (90) days of service with DISH Network and reaching age 19. 401(k) Plan participants are able to contribute up to 50% of their compensation in each contribution period, subject to the maximum deductible limit provided by the Code. DISH Network may also make a 50% matching employer contribution up to a maximum of \$2,500 per participant per

calendar year. In addition, DISH Network may also make an annual discretionary profit sharing contribution to the 401(k) Plan with the approval of its Compensation Committee and Board of Directors. 401(k) Plan participants are immediately vested in their voluntary contributions and earnings on voluntary contributions. DISH Network's matching employer contributions and any annual discretionary profit sharing contributions to 401(k) Plan participants' accounts vest 20% per year commencing one year from the employee's date of employment.

Perquisites and Personal Benefits, Post-Termination Compensation and Other Compensation

DISH Network has traditionally offered numerous plans and other benefits to its executive officers on the same terms as other employees. These plans and benefits have generally included medical, vision and dental insurance, life insurance and the employee stock purchase plan, as well as discounts on DISH Network's products and services. Relocation benefits may also be reimbursed, but are individually negotiated when they occur. DISH Network has also permitted certain NEOs and their family members and guests to use its corporate aircraft for personal use. DISH Network has also paid for annual tax preparation costs for certain NEOs.

DISH Network has not traditionally had any plans in place to provide severance benefits to employees. However, certain non-performance based stock options and restricted stock units have been granted to its executive officers subject to accelerated vesting upon a change in control.

Non-Binding Shareholder Advisory Vote on Executive Compensation

DISH Network provided its shareholders with the opportunity to cast a non-binding advisory vote on executive compensation at the annual meeting of shareholders held on May 1, 2017. Over 98% of the voting power represented at the meeting and entitled to vote on that matter voted in favor of the executive compensation proposal. The Compensation Committee reviewed these voting results. Since the voting results affirmed shareholders' support of DISH Network's approach to executive compensation, DISH Network did not change its approach in 2017 as a direct result of the vote. Also as determined at the annual meeting of shareholders held in May 2017, DISH Network intends to continue to seek a non-binding shareholder advisory vote on executive compensation once every three years.

2017 Executive Compensation

Generally, DISH Network has historically made decisions with respect to executive compensation for a particular compensation year in December of the preceding compensation year or the first quarter of the applicable compensation year. With respect to the executive compensation of each NEO for 2017, the Compensation Committee (along with Mr. Ergen, for each of the NEOs other than himself) reviewed total compensation of each NEO and the value of: (a) historic and current components of each NEO's compensation, including the annual base salary and bonus paid to the NEO in the prior year; and (b) equity incentives held by each NEO in DISH Network's stock incentive plans. The Compensation Committee (along with Mr. Ergen, for each of the NEOs other than himself) also reviewed the Proxy Data prepared for 2016 and other information described in "Compilation of Certain Proxy Data" above. As described in "General Compensation Levels" above, DISH Network aims to provide annual base salaries and long-term incentives that are competitive in the market with an emphasis on providing a substantial portion of overall compensation in the form of equity incentives. In addition, the Compensation Committee has discretion to award performance based compensation that is based on performance goals different from those that were previously set or that is higher or lower than the anticipated compensation that would be awarded under DISH Network's incentive plans if particular performance goals were met. The Compensation Committee did not exercise this discretion in 2017. However, from time to time, the Compensation Committee has exercised its authority to, among other things, interpret and calculate any and all aspects of performance-based awards under DISH Network's incentive plans, including vesting and all other aspects of calculating the achievement of the goals under such performance-based compensation awards in accordance with their terms.

Compensation of our Chairman and our President and Chief Executive Officer

2017 Base Salary of Chairman. Mr. Ergen's annual base salary for 2017 was determined based on a review by the Compensation Committee of the expected annual base salaries in 2017 of each of DISH Network's other NEOs. The Compensation Committee did not increase Mr. Ergen's salary in 2017. The Compensation Committee noted that Mr. Ergen's base salary continued to be lower than the base salaries of the CEOs of the significant majority of the surveyed companies in the Proxy Data. Mr. Carlson replaced Mr. Ergen as Chief Executive Officer of the Corporation on December 5, 2017.

2017 Base Salary of President and Chief Executive Officer. Mr. Carlson's annual base salary for 2017 was \$500,000 and was increased to \$1,000,000 in December 2017 in connection with his promotion to President and Chief Executive Officer.

2017 Cash Bonus. No discretionary cash bonus was paid to Mr. Ergen or Mr. Carlson in 2017. Mr. Carlson received \$337,500 for the year ended December 31, 2017, under the 2016 and 2017 performance-based cash awards discussed above.

2017 Equity Incentives. With respect to equity incentives, DISH Network attempts to ensure that the Chairman and the President and Chief Executive Officer have equity awards at any given time that are significant in relation to their annual cash compensation to ensure that they have appropriate incentives tied to the performance of DISH Network's Class A Shares. As discussed above, Mr. Ergen and Mr. Carlson each received awards under the 2017 LTIP on January 1, 2017. In addition, during December 2017, the Compensation Committee determined that, on January 1, 2018, Mr. Carlson should receive a grant of an option to purchase 200,000 Class A Shares under the 2009 Stock Incentive Plan.

Compensation of Other Named Executive Officers

2017 Base Salary

Base salaries for each of the other NEOs are determined annually by the Board of Directors primarily based on Mr. Ergen's recommendations. The Board of Directors places substantial weight on Mr. Ergen's recommendations in light of his role as Chairman and as co-founder and controlling shareholder of DISH Network. Mr. Ergen made recommendations to the Board of Directors with respect to the 2017 annual base salary of each of the other NEOs after considering: (a) the NEO's annual base salary in 2016; (b) the range of the percentage increases in annual base salary for NEOs of the companies contained in the Proxy Data; (c) whether the NEO's annual base salary was appropriate in light of DISH Network's goals, including retention of the NEO; (d) the expected compensation to be paid to other NEOs in 2017 in relation to a particular NEO in 2017; (e) whether the NEO was promoted or newly hired in 2017; and (f) whether in Mr. Ergen's subjective determination, the NEO's performance in 2016 warranted an increase in the NEO's annual base salary in 2017. Placing primary weight on: (i) the NEO's annual base salary in 2016; and (ii) whether, in Mr. Ergen's subjective view, an increase in 2017 annual base salary was warranted based on performance and/or necessary to retain the NEO, Mr. Ergen recommended the annual base salary amounts indicated in Executive Compensation and Other Information - Summary Compensation Table below. The basis for Mr. Ergen's recommendation with respect to each of the other NEOs is discussed below. The Board of Directors accepted each of Mr. Ergen's recommendations on annual base salaries for each of the other NEOs.

Mr. McSchooler. Mr. McSchooler's annual base salary for 2017 was increased as a result of his promotion to Executive Vice President, Engineering and Broadcast in March 2017.

Mr. Khemka. In determining Mr. Khemka's annual base salary for 2017, Mr. Ergen subjectively determined that Mr. Khemka's performance met expectations for 2016 and that Mr. Khemka was therefore eligible for our standard annual merit increase. In addition, Mr. Ergen determined that Mr. Khemka should receive an additional increase in base salary in December 2017 based on Mr. Ergen's subjective determination of the amount required to maintain Mr. Khemka's salary within the range of market compensation and taking into consideration our practices with respect to base salaries.

Mr. Cullen. In determining Mr. Cullen's annual base salary for 2017, Mr. Ergen subjectively determined that Mr. Cullen's performance met expectations for 2016, and that Mr. Cullen was therefore eligible for our standard annual merit increase. In addition, Mr. Ergen determined that Mr. Cullen should receive an additional increase in base salary in December 2017 based on Mr. Ergen's subjective determination of the amount required to maintain Mr. Cullen's salary within the range of market compensation and taking into consideration our practices with respect to base salaries.

Mr. Swain. In determining Mr. Swain's annual base salary for 2017, Mr. Ergen subjectively determined that Mr. Swain's performance met expectations for 2016, and that Mr. Swain was therefore eligible for our standard annual merit increase. In addition, Mr. Ergen determined that Mr. Swain should receive an additional increase in base salary in December 2017 based on Mr. Ergen's subjective determination of the amount required to maintain Mr. Swain's salary within the range of market compensation and taking into consideration our practices with respect to base salaries.

2017 Cash Bonuses.

Consistent with prior years, Mr. Ergen generally recommended that other NEOs receive cash bonuses only to the extent that such amounts would be payable pursuant to the existing short-term incentive plan, if any. As discussed above, in light of prior grants of equity incentives, among other things, the Board of Directors and the Compensation Committee elected not to implement a short-term incentive program for 2017. No discretionary cash bonus was paid to Messrs. Khemka, McSchooler, Cullen or Swain during 2017.

As discussed above, Mr. Khemka received approximately \$88,000 during the year ended December 31, 2017, under certain performance-based cash awards discussed above.

2017 Equity Incentives

With respect to equity incentives, DISH Network primarily evaluates the position of each NEO to ensure that each individual has equity incentives at any given time that are significant in relation to the NEO's annual cash compensation to ensure that the NEO has appropriate incentives tied to the performance of DISH Network's Class A Shares. This determination is made by the Compensation Committee primarily on the basis of Mr. Ergen's recommendation. As discussed above, in granting awards to the other NEOs for 2017, Mr. Ergen based his recommendation on, and the Compensation Committee took into account, among other things, what was necessary to retain our executive officers and to align the interests of our executive officers and shareholders. Further, as a result of the Share Exchange Agreement (discussed below), certain employees of EchoStar, including Mr. McSchooler, became employees of DISH Network and forfeited certain EchoStar options. In March 2017, the Board of Directors and Compensation Committee approved a grant of RSUs to the transferred EchoStar employees. Mr. McSchooler received a grant of RSUs on the same terms as all other transferred employees from EchoStar. Furthermore, in connection with the Share Exchange Agreement, the Compensation Committee determined that, on April 1, 2017, Mr. McSchooler should receive a grant of an option to purchase 50,000 Class A Shares and 5,200 RSUs under the 2009 Stock Incentive Plan and a grant of an option to purchase 60,000 Class A Shares under the 2017 LTIP. The Compensation Committee determined that, on July 1, 2017, Mr. Swain should receive a grant of an option to purchase 10,000 Class A Shares under the 2009 Stock Incentive Plan. In addition, as discussed above, Messrs. Khemka, Cullen and Swain received awards under the 2017 LTIP on January 1, 2017 as discussed above. Finally, during December 2017, the Compensation Committee determined that, on January 1, 2018, Mr. Cullen and Mr. Khemka should each receive a grant of an option to purchase 100,000 Class A Shares and Mr. Swain should receive a grant of an option to purchase 50,000 Class A Shares, each under the 2009 Stock Incentive Plan.

COMPENSATION COMMITTEE REPORT

The Compensation Committee is appointed by the Board of Directors of DISH Network to discharge certain of the Board's responsibilities relating to compensation of DISH Network's executive officers.

The Compensation Committee, to the extent the Board deems necessary or appropriate, will:

- Make and approve all option grants and other issuances of DISH Network's equity securities to DISH Network's executive officers and Board members other than nonemployee directors;
- Approve all other option grants and issuances of DISH Network's equity securities, and recommend that the full Board make and approve such grants and issuances;
- Establish in writing all performance goals for performance-based compensation that together with other compensation to senior executive officers could exceed \$1 million annually, other than standard Stock Incentive Plan options that may be paid to DISH Network's executive officers, and certify achievement of such goals prior to payment; and
- Set the compensation of the Chairman.

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Based on the review of the Compensation Discussion and Analysis and discussions with management, we recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Corporation's Proxy Statement.

Respectfully submitted,

The DISH Network Executive Compensation Committee

Steven R. Goodbarn (Chairman)

Charles M. Lillis

Tom A. Ortolf

The report of the Compensation Committee and the information contained therein shall not be deemed to be soliciting material or filed or incorporated by reference in any filing we make under the Securities Act of 1933 (the Securities Act) or under the Exchange Act, irrespective of any general statement incorporating by reference this information into any such filing, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate this information by reference into a document we file under the Securities Act or the Exchange Act.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

Compensation Program Risk Assessment

Annually, management reviews the components of our compensation for each employee other than our executive officers. Base salaries for each of our executive officers (other than Mr. Ergen) are determined annually by our Board of Directors primarily based on Mr. Ergen's recommendations. The Board of Directors places substantial weight on Mr. Ergen's recommendations in light of his role as Chairman and as co-founder and controlling shareholder of DISH Network. The Board of Directors ultimately approved base cash salaries for 2017 for each of these executive officers other than Mr. Ergen.

Our Compensation Committee, without Mr. Ergen present, sets Mr. Ergen's base cash salary. Our Compensation Committee makes and approves grants of options and other equity-based compensation to all of our executive officers.

The primary components of our executive compensation have historically included:

- base cash salary;
- short-term incentive compensation, including conditional and/or performance-based cash incentive compensation, and discretionary bonuses;
- long-term equity incentive compensation in the form of stock options and restricted stock units offered under DISH Network's stock incentive plans;
- 401(k) plan; and
- other compensation, including perquisites and personal benefits and post-termination compensation.

DISH Network's executive compensation program may also include short-term incentive compensation, including conditional and/or performance-based cash incentive compensation, and discretionary bonuses. We design corporate performance metrics that determine payouts for certain business segment leaders in part on the achievement of longer-term company-wide goals. This is based on our belief that applying company-wide metrics encourages decision-making that is in the best long-term interests of DISH Network and our shareholders as a whole. However, during 2017, we elected not to implement a short-term incentive program.

Base salary, 401(k) benefits and other benefits and perquisites provided generally to DISH Network employees provide a minimum level of compensation for our executive officers. DISH Network has included base salary as a component of its executive compensation package because we believe it is appropriate that some portion of the compensation paid to executives be provided in a form that is fixed and liquid occurring over regular intervals. Generally, however, DISH Network has weighted overall compensation towards incentives, particularly equity components, as opposed to base salaries.

With respect to other compensation, including perquisites and personal benefits and post-termination compensation, DISH Network has traditionally offered benefits to its executive officers on substantially the same terms as offered to other employees. These benefits generally have included medical, vision and dental insurance, life insurance, and the employee stock purchase plan, as well as discounts on DISH Network's products and services. DISH Network has not traditionally provided severance benefits to employees. However, certain non-performance based stock options, and restricted stock units have been granted to its executive officers subject to acceleration of vesting upon a change in control of DISH Network for those executive officers who are terminated by us or the surviving entity, as applicable, for any reason other than for cause during the twenty-four month period following such change in control.

Generally, DISH Network's overall executive compensation trails that of its competitors in the areas of base pay, severance packages, and short-term incentives but is intended to be competitive over time in equity compensation. With respect to equity incentive compensation, DISH Network attempts to ensure that each executive officer retains equity awards that at any given time are significant in relation to such individual's annual cash compensation to ensure that each of its executive officers has appropriate incentives tied to the value realized by our shareholders.

DISH Network generally grants equity incentives only to a limited number of employees at certain levels. The awards generally vest annually at the rate of 20% per year. We generally use multi-year vesting of our equity awards to account for the appropriate time horizon of risk. DISH Network has operated under the belief that executive officers will be better able to contribute to its long-term success and help build incremental shareholder value prudently if they have a stake in that future success and value over a long period. DISH Network believes this stake focuses the executive officers' attention on managing DISH Network as owners with equity positions in DISH Network and aligns their interests with the long-term interests of DISH Network's shareholders. Equity awards therefore have represented an important and significant component of DISH Network's compensation program for executive officers. These awards, coupled with the relatively longer time frame during which these awards vest, mitigate the effect of short-term variations in our operating and financial performance, and we believe focus management goals appropriately on longer-term value creation for shareholders rather than rewarding short-term gains. In light of our approach towards compensation as set forth above, we believe that our process assists us in our efforts to mitigate excessive risk-taking.

Summary Compensation Table

Our executive officers are compensated by certain of our subsidiaries. The following table sets forth the cash and noncash compensation for the fiscal year ended December 31, 2017 for the NEOs.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (1) (\$)	Option Awards (1) (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Earnings		All Other Compensation (2) (\$)	Total (\$)
Charles W. Ergen (3), (4) <i>Chairman</i>	2017	\$ 1,000,000	\$	\$ 6,389	\$ 654,033	\$	\$	\$	\$ 786,021	\$ 2,446,443
	2016	\$ 1,000,000	\$	\$	\$	\$	\$	\$	\$ 656,833	\$ 1,656,833
	2015	\$ 972,308	\$	\$	\$	\$	\$	\$	\$ 368,467	\$ 1,340,775
Jeffrey L. McSchooler <i>Executive Vice President, Engineering and Broadcast</i>	2017	\$ 290,774	\$	\$ 336,537	\$ 1,458,369	\$	\$	\$	\$ 2,910	\$ 2,088,590
W. Erik Carlson (3), (5) <i>President and Chief Executive Officer</i>	2017	\$ 519,231	\$	\$ 6,389	\$ 654,033	\$ 337,500	\$	\$	\$ 7,020	\$ 1,524,173
	2016	\$ 515,000	\$	\$	\$ 3,174,500	\$ 150,000	\$	\$	\$ 6,980	\$ 3,846,480
Vivek Khemka (6) <i>Executive Vice President and Chief Technology Officer</i>	2017	\$ 492,308	\$	\$ 6,389	\$ 654,033	\$ 87,813	\$	\$	\$ 7,020	\$ 1,247,563
Thomas A. Cullen <i>Executive Vice President, Corporate Development</i>	2017	\$ 509,615	\$	\$ 6,389	\$ 654,033	\$	\$	\$	\$ 13,742	\$ 1,183,779
Steven E. Swain <i>Senior Vice President and Chief Financial Officer</i>	2017	\$ 386,539	\$	\$ 6,389	\$ 487,698	\$	\$	\$	\$ 7,020	\$ 887,646
	2016	\$ 357,539	\$	\$	\$ 186,725	\$	\$	\$	\$ 7,020	\$ 551,284
	2015	\$ 330,000	\$	\$	\$	\$	\$	\$	\$ 7,020	\$ 337,020

(1) The amounts reported reflect grant date fair values. These amounts include both performance and non-performance based awards. The grant date fair values for performance awards are based on the probable outcome of the performance conditions under the awards and do not necessarily reflect the amount of compensation actually realized or that may be realized.

Assuming achievement of all performance conditions underlying the performance awards included in this column, the total grant date fair values would be as follows:

	Aggregate Grant Date Fair Value of 2017 Performance Awards
Charles W. Ergen	\$ 878,433
Jeffrey L. McSchooler	\$ 838,027
W. Erik Carlson	\$ 878,433
Vivek Khemka	\$ 878,433
Thomas A. Cullen	\$ 878,433
Steven E. Swain	\$ 442,411

Assumptions used in the calculation of grant date fair values are included in Note 13 to the Corporation's audited financial statements for the fiscal year ended December 31, 2017, included in the Corporation's Annual Report on Form 10-K filed with the SEC on February 21, 2018.

(2) All Other Compensation for all of the NEOs includes amounts contributed pursuant to our 401(k) matching program, our health savings account program and our profit sharing program. Mr. Cullen's All Other Compensation for 2017 also includes the personal use of corporate aircraft by members of his family during the year ended December 31, 2017.

(3) Mr. Carlson replaced Mr. Ergen as Chief Executive Officer of the Corporation on December 5, 2017.

(4) Mr. Ergen's All Other Compensation for 2017 also includes a tax preparation payment. In addition, Mr. Ergen's All Other Compensation for 2017 includes \$719,881 for Mr. Ergen's personal use (and on certain occasions for the personal use by members of his family and other guests) of corporate aircraft during the year ended December 31, 2017. We calculated the value of personal use of corporate aircraft based upon the incremental cost of such usage to DISH Network. Since both the Corporation and EchoStar use the corporate aircraft and Mr. Ergen is an employee of both the Corporation and EchoStar, certain incremental costs related to personal use of corporate aircraft by Mr. Ergen and his family members and guests are allocated between the Corporation and EchoStar.

(5) Mr. Carlson's Non-Equity Incentive Plan Compensation for 2017 was received under the performance-based cash awards discussed above.

(6) Mr. Khemka's Non-Equity Incentive Plan Compensation for 2017 was received under the performance-based cash award discussed above.

CEO Pay Ratio

The Dodd-Frank Reform and Consumer Protection Act includes a mandate that public companies disclose the ratio of the compensation of their Chief Executive Officer to their median employee. We determined the pay ratio by dividing the total 2017 compensation of Mr. Carlson, our Chief Executive Officer, as disclosed in the Summary Compensation Table by the total 2017 compensation of the median employee, using the same components of compensation as used in the Summary Compensation Table for the Chief Executive Officer. Our median employee for

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2017 was determined using the compensation of all employees who were actively employed on December 22, 2017 (the Measurement Date). We used all employees' year-to-date cash compensation as of the Measurement Date to determine the median employee.

The total compensation of our median employee, using the same methodology we use for Mr. Carlson's Summary Compensation Table compensation, is \$46,778 and total compensation of Mr. Carlson is \$1,524,173. Therefore, our Chief Executive Officer to median employee pay ratio calculation is approximately 33:1.

The SEC's rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have

different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Grant of Plan-Based Awards

The following table provides information on equity awards in 2017 for the NEOs.

Name	Grant Date	Date of Compensation Committee Approval	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or	All Other Option Awards: Number of Securities Underlying	Exercise Price or Base Grant Date Fair Value of Option Stock and
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			