CABLEVISION SYSTEMS CORP /NY
Form SC 13D
October 16, 2001

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

Under the Securities Exchange Act of 1934

**Cablevision Systems Corporation**

(Name of Issuer)

**Rainbow Media Group Class A Common Stock, $0.01 Par Value**

(Title of Class of Securities)

**12686C844**
(CUSIP Number)

**Elizabeth A. Newell**
**National Broadcasting Company, Inc.**
**30 Rockefeller Plaza**
**New York, New York 10112**
**(212) 664-3307**

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

**March 29, 2001**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

*Note:* Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The information required on this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(Continued on following pages)

**SCHEDULE 13D**

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| | | |
|---|---|---|
| **1** | | NAME OF REPORTING PERSON<br>National Broadcasting Company, Inc.<br><br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>14-1682529 |
| **2** | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) [ ]<br>(b) [x] |

**3** SEC USE ONLY
**4** SOURCE OF FUNDS
Not Applicable
**5**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**7**SOLE VOTING POWER
0**8**SHARED VOTING POWER
44,670,681**9**SOLE DISPOSITIVE POWER
0**10**SHARED DISPOSITIVE POWER
44,670,681**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
44,670,681**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
40.2%*
**14** TYPE OF REPORTING PERSON
CO

* The foregoing percentage is based on the number of shares of Rainbow Media Group Class A Common Stock outstanding as of August 3, 2001 as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2001. If shares of Rainbow Media Group Class B Common Stock outstanding as of such date are included in the total number of shares of the class outstanding, the percentage ownership is 33.8%.

## SCHEDULE 13D

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| | | |
|---|---|---|
| **1** | | NAME OF REPORTING PERSON<br>General Electric Company<br><br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>14-0689340 |
| **2** | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) [ ]<br>(b) [x] |
| **3** | | SEC USE ONLY |
| **4** | | SOURCE OF FUNDS<br>Not Applicable |
| **5** | | |

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION
New York
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**7**SOLE VOTING POWER
0**8**SHARED VOTING POWER
Disclaimed. (See Item 11 below.)**9**SOLE DISPOSITIVE POWER
0**10**SHARED DISPOSITIVE POWER
Disclaimed. (See Item 11 below.)**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Beneficial ownership of all shares disclaimed by General Electric Company.**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

[ ]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Not applicable (see Item 11 above).
**14** TYPE OF REPORTING PERSON
CO

**SCHEDULE 13D**

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| | | |
|---|---|---|
| **1** | | NAME OF REPORTING PERSON<br>NBC-Rainbow Holding, Inc.<br><br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>13-4089919 |
| **2** | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) [ ]<br>(b) [x] |
| **3** | | SEC USE ONLY |
| **4** | | SOURCE OF FUNDS<br>Not Applicable |
| **5** | | |

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**7**SOLE VOTING POWER
0**8**SHARED VOTING POWER
44,670,681**9**SOLE DISPOSITIVE POWER
0**10**SHARED DISPOSITIVE POWER
44,670,681**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
44,670,681
**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
40.2%*
**14** TYPE OF REPORTING PERSON

CO

* The foregoing percentage is based on the number of shares of Rainbow Media Group Class A Common Stock outstanding as of August 3, 2001 as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2001. If shares of Rainbow Media Group Class B Common Stock outstanding as of such date are included in the total number of shares of the class outstanding, the percentage ownership is 33.8%.

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**SCHEDULE 13D**

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| | | |
|---|---|---|
| **1** | | NAME OF REPORTING PERSON<br>National Broadcasting Company Holding, Inc.<br><br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>13-3448662 |
| **2** | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) [ ]<br>(b) [x] |
| **3** | | SEC USE ONLY |
| **4** | | SOURCE OF FUNDS<br>Not Applicable |
| **5** | | |

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**7**SOLE VOTING POWER
0**8**SHARED VOTING POWER
Disclaimed. (See Item 11 below.)**9**SOLE DISPOSITIVE POWER
0**10**SHARED DISPOSITIVE POWER
Disclaimed. (See Item 11 below.)**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Beneficial ownership of all shares disclaimed by National Broadcasting Company Holding, Inc.
**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Not applicable (see Item 11 above).
**14** TYPE OF REPORTING PERSON
CO

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**Item 1. Security and Issuer.**

This Statement on Schedule 13D (this "Statement") relates to the Rainbow Media Group Class A Common Stock, par value $0.01 per share (the "Rainbow Tracking Stock"), of Cablevision Systems Corporation, a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 1111 Stewart Avenue, Bethpage, New York 11714.

**Item 2. Identity and Background.**

This Statement is being filed by NBC-Rainbow Holding, Inc. ("NBC-Rainbow"), National Broadcasting Company, Inc. ("NBC"), National Broadcasting Company Holding, Inc. ("NBCH") and General Electric Company ("GE"). NBC-Rainbow is a wholly-owned subsidiary of NBC, NBC is a wholly-owned subsidiary of NBCH, and NBCH is a wholly-owned subsidiary of GE. NBC-Rainbow, NBC, NBCH and GE are referred to herein as the Reporting Persons. An agreement among the Reporting Persons with respect to the filing of this statement is attached hereto as Exhibit 4.

GE is a New York corporation with its principal executive offices located at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE engages in providing a wide variety of industrial, commercial and consumer products and services. NBC is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. The principal business activities of NBC are the operation of television and cable broadcast networks and television stations and the provision of related media and Internet services. NBCH is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. NBCH is a holding company that owns all the common stock of NBC. NBC-Rainbow is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. NBC-Rainbow was formed by NBC to hold the securities relating to NBC's interest in the Rainbow Media Group (as defined herein).

Set forth on Schedules A, B, C and D to this Statement, and incorporated herein by reference, is the name, business address, present principal occupation or employment, and citizenship of each executive officer and director of NBC-Rainbow, NBC, NBCH and GE, respectively, and the name of any corporation or other organization in which such employment is conducted, together with the principal business and address of any such corporation or organization other than NBC-Rainbow, NBC, NBCH or GE, as the case may be, for which such information is set forth.

During the last five years none of the Reporting Persons nor, to the best of their knowledge, any of their directors or executive officers, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or other Consideration.**

On March 29, 2001, pursuant to the terms of a Recapitalization Agreement entered into on October 6, 2000 by and among NBC-Rainbow, CSC Holdings, Inc. ("CSC"), a Delaware corporation and wholly-owned subsidiary of the Issuer, and Rainbow Media Holdings, Inc. ("Holdings"), a Delaware corporation whose entire equity capital is owned by CSC and NBC-Rainbow, NBC-Rainbow exchanged all of its shares of Class C and Class D Common Stock of Holdings for an aggregate of 2,648.25 shares of the Class A Common Stock of Holdings ("Holdings Stock"). Also on March 29, 2001, a Stockholders' Agreement entered into on October 6, 2000 by and among the Issuer, CSC, NBC and NBC-Rainbow and previously filed with the SEC (the "Stockholders' Agreement") became effective, pursuant to the terms of which NBC-Rainbow was granted the right (the "Exchange Right"), which it can exercise once during the last month of any calendar quarter, to acquire shares of Rainbow Tracking Stock through the transfer of any number of the shares of Holdings Stock that it beneficially owns to CSC in exchange for Rainbow Tracking Stock at a fixed exchange rate of 16,868 shares of Rainbow Tracking Stock per share of Holdings Stock (with specified adjustments to the terms of such exchange for a variety of possible corporate transactions affecting Holdings and the Issuer and certain of their securities, including, among others, the exercise of rights of the Issuer to exchange the Rainbow Tracking Stock for shares of Cablevision NY Group Class A Common Stock).

Because the Exchange Right, a derivative security, gave NBC-Rainbow the right to acquire beneficial ownership of up to 44,670,681 shares (subject to specified adjustments) of Rainbow Tracking Stock (the "Shares") beginning on March 29, 2001, NBC-Rainbow thereby became the beneficial owner of those shares on that date pursuant to Rule 13d-3(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Subsequent to the effectiveness of the Exchange Right, on June 29, 2001 and September 28, 2001, NBC-Rainbow exercised the Exchange Right for 2,159,104 shares and 3,491,676 shares, respectively, of Rainbow Tracking Stock, of which NBC-Rainbow is the direct beneficial owner. NBC-Rainbow may also be deemed to be the direct beneficial owner of the remaining 39,019,901 shares of Rainbow Tracking Stock constituting the balance of the Shares for which the Exchange Right may be exercised.

The foregoing summary of the terms of the Stockholders' Agreement and the Exchange Right is qualified in its entirety by reference to the full text of the Stockholders' Agreement, a copy of which is included as Exhibit 1 to this Statement and is incorporated herein by reference.

**Item 4. Purpose of Transaction.**

The Reporting Persons acquired beneficial ownership of the Shares through the Exchange Right as an investment and hold them in the ordinary course of business and not with the purpose or effect of changing the control of the Issuer.

Each of the Reporting Persons intends to review its investment on a regular basis and, as a result thereof, may at any time or from time to time determine, either alone or as part of a group, (i) to acquire additional securities of the Issuer, through open market purchases, privately negotiated transactions or otherwise, (ii) to dispose of all or a portion of the securities of the Issuer owned by it in the open market, in privately negotiated transactions or otherwise, including the possible issuance of debt securities that would be mandatorily exchangeable for Rainbow Tracking Stock (or the cash equivalent thereof) or (iii) to take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in the next paragraph of this Item 4. Any such acquisition or disposition or other transaction would be made in compliance with all applicable laws and regulations and would be subject to any limitations or constraints provided for in the Stockholders' Agreement. Notwithstanding anything contained herein, each of the Reporting Persons specifically reserves the right to change its intention with respect to any or all of such matters. In reaching any decision as to its course of action (as well as to the specific elements thereof), each of the Reporting Persons currently expects that it would take into consideration a variety of factors, including, but not limited to, the following: the Issuer's business and prospects; other developments concerning the Issuer and its businesses generally; other business opportunities available to the Reporting Persons; changes in law and government regulations; general economic conditions; and money and stock market conditions,

including the market price of the securities of the Issuer.

Other than as set forth in this Statement, the Reporting Persons have no present plans or proposals which relate to or would result in:

(a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;

(d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e) Any material change in the present capitalization or dividend policy of the Issuer;

(f) Any other material change in the Issuer's business or corporate structure;

(g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

(h) A class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or

(j) Any action similar to any of those enumerated above.

**Item 5. Interest in Securities of the Issuer.**

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Statement on Schedule 13D are incorporated herein by reference. The information set forth or incorporated by reference in Item 3 is also incorporated herein by reference. The Shares represent, on a pro forma basis calculated in accordance with Rule 13d-3 of the Exchange Act, beneficial ownership of approximately 40.2% of the Issuer's issued and outstanding shares of Rainbow Tracking Stock (based on the number of Shares of Rainbow Tracking Stock outstanding on August 3, 2001 as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2001) (if shares of Rainbow Media Group Class B Common Stock outstanding as of such date are included in the total number of shares of the class outstanding, the percentage ownership represented by the Shares is 33.8%).

GE, NBC and NBCH do not directly beneficially own any shares of Rainbow Tracking Stock but may be deemed to be indirect beneficial owners of the 44,670,681 Shares beneficially owned by NBC-Rainbow. GE and NBCH disclaim beneficial ownership of all such Shares.

At the time of effectiveness of the Exchange Right, NBC and NBC-Rainbow beneficially owned 2,648.25 shares of Holdings Stock that were exchangeable for up to 44,670,681 of the Shares at the fixed exchange rate of 16,868 Shares per share of Holdings Stock. NBC-Rainbow then exercised the Exchange Right on June 29, 2001 by delivering 128 shares of Holdings Stock in exchange for its receipt of 2,159,104 of the Shares. NBC-Rainbow exercised the Exchange Right for a second time on September 28, 2001 by delivering 207 shares of Holdings Stock in exchange for its receipt of 3,491,676of the Shares. Consequently, NBC and NBC-Rainbow currently beneficially own (i) 2313.25

shares of Holdings Stock, (ii) 39,019,901 Shares assuming exercise in full of the Exchange Right with respect to the Holdings Stock , and (iii) 5,650,780 Shares received to date through exercise of the Exchange Right. NBC-Rainbow is a direct beneficial owner of the foregoing shares of stock and GE, NBC and NBCH may be deemed to be indirect beneficial owners. GE and NBCH disclaim beneficial ownership of such shares of Holdings Stock and Shares.

Except as disclosed in this Item 5(a), none of the Reporting Persons nor, to the best of their knowledge, any of the persons listed on Schedules A, B, C and D to this Statement beneficially owns any shares of Rainbow Tracking Stock or has the right to acquire any Rainbow Tracking Stock.

The filing of this Statement shall not be construed as an admission by the Reporting Persons that they are, for purposes of Section 13(d) of the Exchange Act, beneficial owners of shares of Rainbow Tracking Stock owned by other parties.

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Statement on Schedule 13D and (ii) Item 5(a) hereof are incorporated herein by reference. As further described in Item 6, NBC-Rainbow has, pursuant to the Stockholders' Agreement, entered into certain arrangements with respect to the voting and disposition of the Shares, except that the arrangements with respect to voting do not restrict voting in the election of directors of the Issuer.

Except as disclosed in this Item 5(b), none of the Reporting Persons nor, to the best of their knowledge, any of the persons listed on Schedules A, B, C and D to this Statement presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Shares which they may be deemed to beneficially own.

(c) Except as disclosed herein, none of the Reporting Persons nor, to the best of their knowledge, any of the persons listed on Schedules A, B, C and D to this Statement has effected any transaction in the Rainbow Tracking Stock during the past 60 days.

(d) To the best knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Reporting Persons.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

The response to Item 3 is incorporated herein by reference.

Except as described below or elsewhere in this Statement or incorporated by reference in this Statement, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between any of the Reporting Persons or, to the best of their knowledge, any of the persons named in Schedules A, B, C and D to this Statement or between any of the Reporting Persons and any other person or, to the best of their knowledge, any person named in Schedules A, B, C and D to this Statement and any other person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

*Stockholders' Agreement*

Under the terms of the Stockholders' Agreement, NBC-Rainbow is obligated to exercise the Exchange Right with respect to all of the Shares on or prior to the earlier of December 31, 2009 or the occurrence of certain transactions involving the disposition of the assets of the Rainbow Media Group (the subset of the businesses and assets of Holdings whose separate economic performance is reflected by the Rainbow Tracking Stock and the Rainbow Media

Group Class B Common Stock), the merger of Holdings or the spinoff of the Rainbow Media Group or Holdings to the Issuer's stockholders. Further, NBC and NBC-Rainbow and their affiliates and associates may not purchase or acquire beneficial ownership of any additional shares of the capital stock of either the Issuer or Holdings (other than through the exercise of the Exchange Right) and may not participate in or encourage the formation of a "group" (as the term is used in Rule 13d-5 under the Exchange Act) with respect to such shares or advise, assist, encourage or induce any such actions. Except through the Exchange Right, NBC-Rainbow may not transfer shares of Holdings that it beneficially owns (other than to another wholly-owned subsidiary of NBC) without the Issuer's consent, which the Issuer may grant or withhold in its sole and absolute discretion.

The Stockholders' Agreement further provides that, during the 12-month period that commenced on March 29, 2001 (the date of the initial distribution of Rainbow Tracking Stock to the Issuer's stockholders), NBC-Rainbow may not transfer (other than to another wholly-owned subsidiary of NBC) any of its shares of Rainbow Tracking Stock received through exercise of the Exchange Right. After such 12-month period has elapsed, NBC-Rainbow may transfer shares of Rainbow Tracking Stock in accordance with applicable securities laws restrictions; provided that, where the transferee intends to hold the shares for investment purposes, (i) any transferee of more than 10% of the Shares must execute an agreement to be bound by the provisions of the Stockholders' Agreement, (ii) any transferee that by virtue of a transfer of shares from NBC-Rainbow would own shares totaling more than 50% of the Shares must execute an agreement to be bound by the provisions of the Stockholders' Agreement and (iii) the Issuer has a right of first refusal, prior to any transfer by NBC-Rainbow of more than 10% of the Shares, at the price established by NBC-Rainbow and the proposed transferee.

With regard to voting, the Stockholders' Agreement provides that on all matters submitted to a vote of the Issuer's stockholders, other than election of directors, NBC-Rainbow will vote all of its voting securities of the Issuer (including Rainbow Tracking Stock) in the same proportion as the Holders of the Issuer's Class A Common Stock (including Rainbow Tracking Stock) other than AT&T Corp. and any of its affiliates or any group of which such parties or NBC-Rainbow or any of its affiliates are members.

The foregoing summary of the terms of the Stockholders' Agreement is qualified in its entirety by reference to the full text of the Stockholders' Agreement, a copy of which is included as Exhibit 1 to this Statement and is incorporated herein by reference.

*Registration Rights Agreement*

The Issuer and NBC-Rainbow are parties to a Registration Rights Agreement (the "Registration Rights Agreement"), pursuant to which NBC-Rainbow has demand registration rights and piggyback registration rights with respect to the Rainbow Tracking Stock to be received by it from the exercise of the Exchange Right. NBC-Rainbow has ten demand registrations, five of which may be used for underwritten public offerings (including two demand registrations (one at issuance and one at settlement being deemed one of the two for this purpose) in connection with publicly registered derivative securities) and five of which may be used to consummate negotiated sale or hedging or similar transactions. The Issuer is not obligated to effect more than one demand registration for NBC-Rainbow during any calendar year. These registration rights may be exercised during the period commencing on the first anniversary of the initial distribution of Rainbow Tracking Stock to the Issuer's stockholders on March 29, 2001 and ending on December 31, 2011 (subject to extension for one additional demand request under particular circumstances). The Issuer has agreed to prepare and file a registration statement in connection with any required registration of Rainbow Tracking Stock under the Registration Rights Agreement and to use reasonable efforts to cause the registration statement to become effective.

The foregoing summary of the terms of the Registration Rights Agreement is qualified in its entirety by reference to the full text of the Registration Rights Agreement, a copy of which is included as Exhibit 2 to this Statement and is incorporated herein by reference.

*Amended and Restated Certificate of Incorporation*

In connection with the creation of Rainbow Tracking Stock, the charter of the Issuer was amended. Under the new Amended and Restated Certificate of Incorporation, the Issuer's Common Stock includes Class A and Class B Common Stock, each with a par value of $.01 per share. The Class A Common Stock consists of two series: (1) Cablevision NY Group Class A Common Stock and (2) the Rainbow Tracking Stock. The Class B Common Stock consists of two series: (1) Cablevision NY Group Class B Common Stock and (2) Rainbow Media Group Class B Common Stock.

Shares of the Rainbow Tracking Stock, together with shares of the Rainbow Media Group Class B Common Stock (which have rights and interests comparable to shares of the Rainbow Tracking Stock but additional voting power), collectively have dividend, distribution, exchange, redemption, liquidation and other rights related to, and are intended to reflect the separate economic performance of, the businesses and assets included in the Rainbow Media Group. Shares of Cablevision NY Group Class A Common Stock, together with shares of Cablevision NY Group Class B Common Stock (which have rights and interests comparable to shares of Cablevision NY Group Class A Common Stock but additional voting power), collectively have dividend, distribution, exchange, redemption, liquidation and other rights related to, and are intended to reflect the separate economic performance of, the businesses and assets included in the Cablevision NY Group. The Cablevision NY Group means those businesses, assets and liabilities of the Issuer and its subsidiaries, other than the businesses, assets and liabilities that are part of the Rainbow Media Group.

At every meeting of the stockholders of the Issuer, (1) each share of Cablevision NY Group Class A Common Stock has one vote per share, (2) each share of Cablevision NY Group Class B Common Stock has 10 votes per share, (3) each share of Rainbow Tracking Stock has 1/2 of a vote per share and (4) each share of Rainbow Media Group Class B Common Stock has 5 votes per share. Except in the election of directors of the corporation, the holders of Common Stock vote together as a single class (except that the affirmative vote of 66 2/3% of the outstanding shares of Cablevision NY Group Class B Common Stock or Rainbow Media Group Class B Common Stock, as the case may be, is required for certain changes affecting those shares). Based upon the number of outstanding shares of each class and series of the Issuer's Common Stock as of August 3, 2001 (as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2001), and assuming full exercise of the Exchange Right by NBC-Rainbow for all of the Shares, the voting power of the Reporting Persons would equal 3.1% of all votes that would be cast by holders of Common Stock voting together as a single class.

With respect to the election of directors of the Issuer, based upon the number of outstanding shares of each class of the Issuer's Common Stock as of August 3, 2001, holders of Cablevision NY Group Class A Common Stock and Rainbow Tracking Stock vote together as a separate class to elect 25% of the Board of Directors of the Issuer, and the holders of Cablevision NY Group Class B Common Stock and Rainbow Media Group Class B Common Stock vote together as a separate class to elect the remaining 75% of the Board of Directors of the Issuer. The Chairman of the Issuer, Charles F. Dolan, and trusts for the benefit of members of his family, together own shares of Cablevision NY Group Class B Common Stock and Rainbow Media Group Class B Common Stock having the power to elect all of the Class B directors. Based upon the number of outstanding shares of each of the two series of the Issuer's Class A Common Stock as of August 3, 2001 (as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2001), and assuming full exercise of the Exchange Right by NBC-Rainbow for all of the Shares, the voting power of the Reporting Persons would equal 11.8% of all votes that would be cast by holders of the Issuer's Class A Common Stock voting together as a single class to elect Class A directors.

Under the Amended and Restated Certificate of Incorporation of the Issuer, if the aggregate number of outstanding shares of the Issuer's Class A Common Stock becomes less than 10% of the total aggregate number of outstanding shares of Common Stock, then the holders of the Common Stock will vote together as a single class with respect to the election of the Common Stock directors, and the holders of Class A Common Stock will not have the right to elect 25% of the Common Stock directors voting together as a separate class. Further, if the aggregate number of

outstanding shares of Class B Common Stock becomes less than 12 1/2% of the total aggregate number of outstanding shares of Common Stock, then the holders of Class A Common Stock, voting together as a separate class, will continue to elect a number of directors equal to not less than 25% of the total number of Common Stock directors and, in addition, will vote together with the holders of Class B Common Stock, as a single class, to elect the remaining Common Stock directors.

The foregoing summary of the terms of the Amended and Restated Certificate of Incorporation is qualified in its entirety by reference to the full text of the Amended and Restated Certificate of Incorporation, a copy of which is included as Exhibit 3 to this Statement and is incorporated herein by reference.

**Item 7. Materials to be Filed as Exhibits.**

| Exhibit No. | Description |
|---|---|
| 1 | Stockholders' Agreement, entered into as of October 6, 2000, by and among Cablevision Systems Corporation, CSC Holdings, Inc., National Broadcasting Company, Inc. and NBC-Rainbow Holding, Inc. (Incorporated by reference to Exhibit 10.42 to the Annual Report on Form 10-K of Cablevision Systems Corporation for the Year Ended December 31, 2000) |
| 2 | Registration Rights Agreement, dated as of October 6, 2000, between Cablevision Systems Corporation and NBC-Rainbow Holding, Inc. (Incorporated by reference to Exhibit 10.43 to the Annual Report on Form 10-K of Cablevision Systems Corporation for the Year Ended December 31, 2000) |
| 3 | Amended and Restated Certificate of Incorporation of Cablevision Systems Corporation (Incorporated by reference to Annex 2 to the Proxy Statement, dated October 10, 2000, as supplemented, of Cablevision Systems Corporation) |
| 4 | Joint Filing Agreement, dated as of October 16, 2001, by and between General Electric Company, National Broadcasting Company, Inc., National Broadcasting Company Holding, Inc. and NBC-Rainbow Holding, Inc. |

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

Dated:

October 16, 2001 GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing
Name: Robert E. Healing
Title: Corporate Counsel

October 16, 2001 NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell
Name: Elizabeth A. Newell
Title: Assistant Secretary

October 16, 2001 NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Elizabeth A. Newell
Name: Elizabeth A. Newell
Title: Assistant Secretary

October 16, 2001 NBC-RAINBOW HOLDING, INC.

By: /s/ Elizabeth A. Newell
Name: Elizabeth A. Newell
Title: Assistant Secretary

SCHEDULE A

Additional Information Concerning the Reporting Persons

GENERAL ELECTRIC COMPANY

DIRECTORS

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| J.I.Cash, Jr. | Harvard Business School<br>Morgan Hall<br>Soldiers Field Road<br>Boston, MA 02163 | Professor of Business Administration-Graduate School of Business Administration, Harvard University |
| S.S. Cathcart | 222 Wisconsin Avenue<br>Suite 103<br>Lake Forest, IL 60045 | Retired Chairman, Illinois Tool Works |
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman General Electric Capital Services, Inc. |
| P. Fresco | Fiat SpA<br>via Nizza 250<br>10126 Torino, Italy | Chairman of the Board, Fiat SpA |
| A. M. Fudge | 4 Lowlyn Road<br>Westport, CT 06880 | Former Executive Vice Pres Kraft Foods, Inc. |

| | | |
|---|---|---|
| C.X. Gonzalez | Kimberly-Clark de Mexico,<br>S.A. de C.V.<br>Jose Luis Lagrange 103,<br>Tercero Piso<br>Colonia Los Morales<br>Mexico, D.F. 11510, Mexico | Chairman of the Board<br>and Chief Executive Office<br>Kimberly-Clark de Mexico,<br>S.A. de C.V. |
| J. R. Immelt | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Chairman of the Board<br>and Chief Executive<br>Officer, General Electric<br>Company |
| A. Jung | Avon Products, Inc.<br>1345 Avenue of the Americas<br>New York, NY 10105 | President and Chief<br>Executive Officer,<br>Avon Products, Inc. |

GENERAL ELECTRIC COMPANY DIRECTORS (CONTINUED)

| NAME | PRESENT<br>BUSINESS ADDRESS | PRESENT<br>PRINCIPAL OCCUPATION |
|---|---|---|
| K.G. Langone | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152 | Chairman, President and Ch<br>Executive Officer,<br>Invemed Associates, Inc. |
| R.B. Lazarus | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, NY 10019-7316 | Chairman and Chief<br>Executive Officer |
| S.G. McNealy | Sun Microsystems, Inc.<br>901 San Antonio Road<br>Palo Alto, CA 94303-4900 | Chairman, President and Ch<br>Executive Officer,<br>Sun Microsystems, Inc. |
| G.G. Michelson | Federated Department Stores<br>151 West 34th Street<br>New York, NY 10001 | Former Member of the<br>Board of Directors,<br>Federated Department<br>Stores |
| S. Nunn | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, Georgia 30303 | Partner, King & Spalding |
| R.S. Penske | Penske Corporation<br>13400 Outer Drive, West<br>Detroit, MI 48239-4001 | Chairman of the Board<br>and President, Penske<br>Corporation |
| F.H.T. Rhodes | Cornell University<br>3104 Snee Building<br>Ithaca, NY 14853 | President Emeritus,<br>Cornell University |
| G. L. Rogers | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the Board<br>Executive Officer, General<br>Electric Company |
| A.C. Sigler | Champion International<br>Corporation<br>1 Champion Plaza<br>Stamford, CT 06921 | Retired Chairman of the<br>Board and CEO<br>and former Director,<br>Champion International |

| | | |
|---|---|---|
| | | Corporation |
| D.A. Warner III | J. P. Morgan Chase & Co.,<br>The Chase Manhattan Bank and<br>Morgan Guaranty Trust Co. of New York<br>270 Park Avenue<br>New York, NY 10017-2070 | Chairman of the Board |

GENERAL ELECTRIC COMPANY DIRECTORS (CONTINUED)

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| R. C. Wright | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board<br>Executive Officer, General<br>Electric Company; Chairman<br>and Chief Executive Office<br>National Broadcasting Comp |

| | Citizenship |
|---|---|
| P. Fresco | Italy |
| C. X. Gonzalez | Mexico |
| Andrea Jung | Canada |
| All Others | U.S.A. |

GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| J.R. Immelt | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Chairman of the Board and<br>Chief Executive Officer |
| P.D. Ameen | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President and Comptro |
| J.R. Bunt | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President and Treasur |
| D.C. Calhoun | General Electric Company<br>1 Neumann Way<br>Cincinnati, OH 05215 | Senior Vice President -<br>GE Aircraft Engines |
| J.P. Campbell | General Electric Company<br>Appliance Park<br>Louisville, KY 40225 | Vice President -<br>GE Appliances |
| W.J. Conaty | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President -<br>Human Resources |

| | | |
|---|---|---|
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the Board<br>Executive Officer, General<br>Electric Company; Chairman<br>General Electric Capital<br>Services, Inc. |
| S. C. Donnelly | General Electric Company<br>One Research Circle<br>Niskayuna, NY 12309 | Senior Vice President -<br>Corporate Research<br>and Development |
| M. J. Espe | General Electric Company<br>Nela Park<br>Cleveland, OH 44112 | Senior Vice President -<br>GE Lighting |
| Y. Fujimori | General Electric Company<br>1 Plastics Avenue<br>Pittsfield, MA 01201 | Senior Vice President -<br>GE Plastics |

GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS (Continued)

| NAME | PRESENT<br>BUSINESS ADDRESS | PRESENT<br>PRINCIPAL OCCUPATION |
|---|---|---|
| B.W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President -<br>General Counsel and Secret |
| J.M. Hogan | General Electric Company<br>P.O. Box 414<br>Milwaukee, WI 53201 | Senior Vice President -<br>GE Medical Systems |
| J. Krenicki, Jr. | General Electric Company<br>2901 East Lake Road<br>Erie, PA 16531 | Vice President -<br>GE Transportation Systems |
| R.W. Nelson | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President -<br>Corporate Financial Planni<br>and Analysis |
| G.M. Reiner | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President -<br>Chief Information Officer |
| J. G. Rice | General Electric Company<br>1 River Road<br>Schenectady, NY 12345 | Senior Vice President -<br>GE Power Systems |
| G.L. Rogers | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the Board<br>and Executive Officer |
| K.S. Sherin | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President - Fi<br>and Chief Financial Office |
| L.G. Trotter | General Electric Company<br>41 Woodford Avenue | Senior Vice President -<br>GE Industrial Systems |

Plainville, CT 06062

GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS (Continued)

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| W. A. Woodburn | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President -<br>GE Specialty Materials |
| R. C. Wright | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board<br>Executive Officer, General<br>Electric Company; Chairman<br>and Chief Executive Office<br>National Broadcasting Comp<br>Inc. |

Citizenship

| | |
|---|---|
| Yoshiaki Fujimori | Japan |
| All Others | U.S.A. |

SCHEDULE B

Additional Information Concerning the Reporting Persons

NATIONAL BROADCASTING COMPANY, INC.

DIRECTORS

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| S.S. Cathcart | 222 Wisconsin Avenue<br>Suite 103<br>Lake Forest, IL 60045 | Retired Chairman,<br>Illinois Tool Works |
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the Board<br>Executive Officer, General<br>Electric Company; Chairman<br>General Electric Capital<br>Services, Inc. |
| P. Fresco | Fiat SpA<br>via Nizza 250<br>10126 Torino, Italy | Chairman of the Board,<br>Fiat SpA |
| A. M. Fudge | 4 Lowlyn Road<br>Westport, CT 06880 | Former Executive Vice Pres<br>Kraft Foods, Inc. |

| | | |
|---|---|---|
| J. R. Immelt | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Chairman of the Board and Chief Executive Officer, General Electric Company |
| A. Jung | Avon Products, Inc.<br>1345 Avenue of the Americas<br>New York, NY 10105 | President and Chief Executive Officer, Avon Products, Inc. |
| K.G. Langone | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152 | Chairman, President and Ch Executive Officer, Invemed Associates, Inc. |
| R.B. Lazarus | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, NY 10019-7316 | Chairman and Chief Executive Officer |

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| S.G. McNealy | Sun Microsystems, Inc.<br>901 San Antonio Road<br>Palo Alto, CA 94303-4900 | Chairman, President and Ch Executive Officer, Sun Microsystems, Inc. |
| G.G. Michelson | Federated Department Stores<br>151 West 34th Street<br>New York, NY 10001 | Former Member of the Board of Directors, Federated Department Stores |
| S. Nunn | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, Georgia 30303 | Partner, King & Spalding |
| R.S. Penske | Penske Corporation<br>13400 Outer Drive, West<br>Detroit, MI 48239-4001 | Chairman of the Board and President, Penske Corporation |
| F.H.T. Rhodes | Cornell University<br>3104 Snee Building<br>Ithaca, NY 14853 | President Emeritus, Cornell University |
| G. L. Rogers | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the Board Executive Officer, General Electric Company |
| A.C. Sigler | Champion International Corporation<br>1 Champion Plaza<br>Stamford, CT 06921 | Retired Chairman of the Board and CEO and former Director, Champion International Corporation |
| D.A. Warner III | J. P. Morgan Chase & Co.,<br>270 Park Avenue<br>New York, NY 10017-2070 | Chairman of the Board The Chase Manhattan Bank a Morgan Guaranty Trust Co. |
| R. C. Wright | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman |

and Chief Executive Office
National Broadcasting Comp

| | Citizenship |
|---|---|
| P. Fresco | Italy |
| Andrea Jung | Canada |
| All Others | U.S.A. |

NATIONAL BROADCASTING COMPANY, INC

EXECUTIVE OFFICERS

| NAME | PRESENT BUSINESS ADDRESS | PRINCIPAL OCCUPATION |
|---|---|---|
| J.R. Immelt | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Chairman of the Board and Chief Executive Officer |
| R. C. Wright | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman and Chief Executive Office |
| M. W. Begor | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President/ Chief Financial Officer/ Treasurer |
| W. L. Bolster | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| R. Cotton | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| D. Ebersol | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| J. W. Eck | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| R. A. Falco | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| B. W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President - General Counsel and Secret General Electric Company |
| J. W. Ireland III | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |

| | | |
|---|---|---|
| A. R. Lack | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | President and Chief Operat<br>Officer |

| NAME | PRESENT BUSINESS ADDRESS | PRINCIPAL OCCUPATION |
|---|---|---|
| P. Madison | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| S. Sassa | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| E. J. Scanlon | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| N. Shapiro | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| P. Thomas-Graham | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| L. Tu | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| M. Yudkovitz | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| D. Zaslav | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |
| J. Zucker | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President |

SCHEDULE C

Additional Information Concerning the Reporting Persons

NATIONAL BROADCASTING COMPANY HOLDING, INC.

DIRECTORS

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| S.S. Cathcart | 222 Wisconsin Avenue | Retired Chairman, |

| | | |
|---|---|---|
| | Suite 103<br>Lake Forest, IL 60045 | Illinois Tool Works |
| D.D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman General Electric Capital Services, Inc. |
| P. Fresco | Fiat SpA<br>via Nizza 250<br>10126 Torino, Italy | Chairman of the Board, Fiat SpA |
| A. M. Fudge | 4 Lowlyn Road<br>Westport, CT 06880 | Former Executive Vice Pres Kraft Foods, Inc. |
| J. R. Immelt | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Chairman of the Board and Chief Executive Officer, General Electric Company |
| A. Jung | Avon Products, Inc.<br>1345 Avenue of the Americas<br>New York, NY 10105 | President and Chief Executive Officer, Avon Products, Inc. |
| K.G. Langone | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152 | Chairman, President and Ch Executive Officer, Invemed Associates, Inc. |
| R.B. Lazarus | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, NY 10019-7316 | Chairman and Chief Executive Officer |

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| S.G. McNealy | Sun Microsystems, Inc.<br>901 San Antonio Road<br>Palo Alto, CA 94303-4900 | Chairman, President and Ch Executive Officer, Sun Microsystems, Inc. |
| G.G. Michelson | Federated Department Stores<br>151 West 34th Street<br>New York, NY 10001 | Former Member of the Board of Directors, Federated Department Stores |
| S. Nunn | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, Georgia 30303 | Partner, King & Spalding |
| R.S. Penske | Penske Corporation<br>13400 Outer Drive, West<br>Detroit, MI 48239-4001 | Chairman of the Board and President, Penske Corporation |
| F.H.T. Rhodes | Cornell University<br>3104 Snee Building<br>Ithaca, NY 14853 | President Emeritus, Cornell University |
| G. L. Rogers | General Electric Company<br>3135 Easton Turnpike | Vice Chairman of the Board Executive Officer, General |

| | | |
|---|---|---|
| | Fairfield, CT 06431 | Electric Company |
| A.C. Sigler | Champion International Corporation<br>1 Champion Plaza<br>Stamford, CT 06921 | Retired Chairman of the Board and CEO and former Director, Champion International Corporation |
| D.A. Warner III | J. P. Morgan Chase & Co.,<br>The Chase Manhattan Bank and<br>Morgan Guaranty Trust Co. of New York<br>270 Park Avenue<br>New York, NY 10017-2070 | Chairman of the Board |
| R. C. Wright | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman and Chief Executive Office National Broadcasting Comp |

Citizenship

| | |
|---|---|
| P. Fresco | Italy |
| Andrea Jung | Canada |
| All Others | U.S.A. |

NATIONAL BROADCASTING COMPANY HOLDING, INC.

EXECUTIVE OFFICERS

| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|---|---|---|
| M. W. Begor | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President/ Chief Financial Officer/ Treasurer |
| B. W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice President - General Counsel and Secret General Electric Company |
| A. R. Lack | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | President and Chief Operat Officer |
| R. C. Wright | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board Executive Officer, General Electric Company; Chairman and Chief Executive Office National Broadcasting Comp |

SCHEDULE D

Additional Information Concerning the Reporting Persons

NBC-Rainbow Holding, Inc.

| | | |
|---|---|---|
| Directors: | Mark W. Begor | |
| | Lawrence P. Tu | |
| | David M. Zaslav | |
| Officers: | President | David M. Zaslav |
| | Vice President | Mark W. Begor |
| | Treasurer | Mark W. Begor |
| | Asst Treasurer | Brian O'Leary |
| | Secretary | Lawrence P. Tu |
| | Asst Secretary | Elizabeth A. Newell |

Addresses for all officers and directors except Zaslav:
National Broadcasting Company, Inc
30 Rockefeller Plaza
New York, NY 10112

Address for David M. Zaslav:
NBC Cable
2200 Fletcher Avenue
Fort Lee, NJ 07024

EXHIBIT INDEX

| Exhibit No. | Description |
|---|---|
| 1 | Stockholders' Agreement, entered into as of October 6, 2000, by and among Cablevision Systems Corporation, CSC Holdings, Inc., National Broadcasting Company, Inc. and NBC-Rainbow Holding, Inc. (Incorporated by reference to Exhibit 10.42 to the Annual Report on Form 10-K of Cablevision Systems Corporation for the Year Ended December 31, 2000) |
| 2 | Registration Rights Agreement, dated as of October 6, 2000, between Cablevision Systems Corporation and NBC-Rainbow Holding, Inc. (Incorporated by reference to Exhibit 10.43 to the Annual Report on Form 10-K of Cablevision Systems Corporation for the Year Ended December 31, 2000) |
| 3 | Amended and Restated Certificate of Incorporation of Cablevision Systems Corporation (Incorporated by reference to Annex 2 to the Proxy Statement, dated October 10, 2000, as supplemented, of Cablevision Systems Corporation) |
| 4 | Joint Filing Agreement, dated as of October __, 2001, by and between General Electric Company, National Broadcasting Company, Inc., National Broadcasting Company Holding, Inc. and NBC-Rainbow Holding, Inc. |

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Exhibit 4

JOINT FILING AGREEMENT

We, the signatories of the statement on Schedule 13D to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us.

October 16, 2001 GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing
Name: Robert E. Healing
Title: Corporate Counsel

October 16, 2001 NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell
Name: Elizabeth A. Newell
Title: Assistant Secretary

October 16, 2001 NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Elizabeth A. Newell
Name: Elizabeth A. Newell
Title: Assistant Secretary

October 16, 2001 NBC-RAINBOW HOLDING, INC.

By: /s/ Elizabeth A. Newell
Name: Elizabeth A. Newell
Title: Assistant Secretary