

DOLAN CHARLES F  
Form SC 13D/A  
August 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 3)

**AMC Networks Inc.**

(Name of Issuer)

Class A Common Stock, par value \$.01 per share

(Title of Class of Securities)

00164V 103

(CUSIP Number)

Richard D. Bohm

Debevoise & Plimpton LLP

919 Third Avenue

New York, NY 10022

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212-909-6000

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

August 14, 2012

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-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 Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan, individually and as Trustee of the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1A, Charles F. Dolan 2011 Grantor Retained Annuity Trust #1C and the Charles F. Dolan 2009 Revocable Trust

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 1,511,756  
8. Shared Voting Power

Beneficially

Owned By 5,365,573  
Each 9. Sole Dispositive Power

Reporting

Person 1,511,756  
10. Shared Dispositive Power

With

5,365,573

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,877,329

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

10.4%

14. Type of Reporting Person

IN

\* Excludes 5,733,534 shares of AMC Networks Inc. Class A Common Stock, par value \$0.01 per share ( Class A Common Stock ), issuable upon conversion of an equal number of shares of AMC Networks Inc. Class B Common Stock, par value \$0.01 per share ( Class B Common Stock ), held by other Reporting Persons hereto as to which Charles F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Helen A. Dolan, individually and as Trustee of the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1A ,  
Helen A. Dolan 2011 Grantor Retained Annuity Trust #1C and the Helen A. Dolan 2009 Revocable Trust

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 1,256,717  
8. Shared Voting Power

Beneficially

Owned By 5,620,612  
Each 9. Sole Dispositive Power

Reporting

Person 1,256,717  
10. Shared Dispositive Power

With

5,620,612

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,877,329

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

10.4%

14. Type of Reporting Person

IN

\* Excludes 5,733,534 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Helen A. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

James L. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 684,795  
8. Shared Voting Power

Beneficially

Owned By 977,139  
Each 9. Sole Dispositive Power

Reporting

Person 684,795  
10. Shared Dispositive Power

With

977,139

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,661,934

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

2.7%

14. Type of Reporting Person

IN

\* Excludes 10,694,921 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which James L. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

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CUSIP NO. 00164V 103

1. Name of Reporting Person

Thomas C. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 49,542  
8. Shared Voting Power

Beneficially

Owned By 966,844  
Each 9. Sole Dispositive Power

Reporting

Person 49,542  
10. Shared Dispositive Power

With

966,844

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,016,386

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.7%

14. Type of Reporting Person

IN

\* Excludes 10,828,379 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Thomas C. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

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CUSIP NO. 00164V 103

1. Name of Reporting Person

Patrick F. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 37,562  
8. Shared Voting Power

Beneficially

Owned By 938,729  
Each 9. Sole Dispositive Power

Reporting

Person 37,562  
10. Shared Dispositive Power

With

938,729

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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976,291

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.6%

14. Type of Reporting Person

IN

\* Excludes 10,873,949 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

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CUSIP NO. 00164V 103

1. Name of Reporting Person

Kathleen M. Dolan, individually and as Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust and as a Trustee of each of the Charles F. Dolan Children Trusts

Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 38,688  
8. Shared Voting Power

Beneficially

Owned By 5,741,173  
Each 9. Sole Dispositive Power

Reporting

Person 38,688  
10. Shared Dispositive Power

With

5,741,173

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,779,861

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

8.8%

14. Type of Reporting Person

IN

\* Excludes 434,274 Shares of Class A Common Stock beneficially owned by Dolan Children's Foundation as to which the Reporting Person serves as a director and 6,280,920 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Marianne Dolan Weber

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 11,509  
8. Shared Voting Power

Beneficially

Owned By 939,566  
Each 9. Sole Dispositive Power

Reporting

Person 11,509  
10. Shared Dispositive Power

With

939,566

11. Aggregate Amount Beneficially Owned by Each Reporting Person

951,075

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.6%

14. Type of Reporting Person

IN

\* Excludes 434,274 Shares of Class A Common Stock beneficially owned by Dolan Children's Foundation as to which the Reporting Person serves as a director and 10,885,247 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Marianne Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

Deborah A. Dolan-Sweeney

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 5,643  
8. Shared Voting Power

Beneficially

Owned By 1,007,094  
Each 9. Sole Dispositive Power

Reporting

Person 5,643  
10. Shared Dispositive Power

With

1,007,094

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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1,012,737

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.7%

14. Type of Reporting Person

IN

\* Excludes 434,274 Shares of Class A Common Stock beneficially owned by Dolan Children's Foundation as to which the Reporting Person serves as a director and 10,859,784 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Deborah A. Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

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CUSIP NO. 00164V 103

1. Name of Reporting Person

Lawrence J. Dolan, as a Trustee of each of the Charles F. Dolan 2009 Family Trusts and each of the CFD 2010 Grandchildren Trusts

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

0

Shares

8. Shared Voting Power

Beneficially

Owned By

3,813,819

Each

9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

3,813,819

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,813,819

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

6.0%

14. Type of Reporting Person

IN

\* Excludes 7,972,889 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Lawrence J. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

David M. Dolan, as a Trustee of each of the Charles F. Dolan 2009 Family Trusts and each of the CFD 2010 Grandchildren Trusts

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 302,176  
8. Shared Voting Power

Beneficially

Owned By 3,819,831  
Each 9. Sole Dispositive Power

Reporting

Person 302,176  
10. Shared Dispositive Power

With

3,819,831

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,122,007

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

6.5%

14. Type of Reporting Person

IN

\* Excludes 7,972,889 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which David M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Paul J. Dolan, as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 96,550  
8. Shared Voting Power

Beneficially

Owned By 1,939,596  
Each 9. Sole Dispositive Power

Reporting

Person 96,550  
10. Shared Dispositive Power

With

1,939,596

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,036,146

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

3.3%

14. Type of Reporting Person

IN

\* Excludes 9,938,469 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Paul J. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

Matthew J. Dolan, as a Trustee of the Charles F. Dolan Children Trust FBO Marianne Dolan Weber and the Charles F. Dolan Children Trust FBO Thomas C. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

3,137

Shares

8. Shared Voting Power

Beneficially

Owned By

1,905,510

Each

9. Sole Dispositive Power

Reporting

Person

3,137

10. Shared Dispositive Power

With

1,905,510

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,908,647

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

3.1%

14. Type of Reporting Person

IN

\* Excludes 9,966,648 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Matthew J. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Mary S. Dolan, as a Trustee of the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney and the Charles F. Dolan Children Trust FBO Patrick F. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

6,810

Shares

8. Shared Voting Power

Beneficially

Owned By

1,908,983

Each

9. Sole Dispositive Power

Reporting

Person

6,810

10. Shared Dispositive Power

With

1,908,983

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,915,793

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

3.1%

14. Type of Reporting Person

IN

\* Excludes 9,979,412 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Mary S. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan Children Trust FBO James L. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 966,844  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 966,844  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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966,844

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.6%

14. Type of Reporting Person

OO

\* Excludes 10,857,450 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO James L. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan Children Trust FBO Thomas C. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 966,844  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 966,844  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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966,844

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.6%

14. Type of Reporting Person

OO

\* Excludes 10,857,450 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Thomas C. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan Children Trust FBO Patrick F. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

933,879  
Shares 8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

933,879  
Person 10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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933,879

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.5%

14. Type of Reporting Person

OO

\* Excludes 10,898,393 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan Children Trust FBO Kathleen M. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 966,845  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 966,845  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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966,845

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.6%

14. Type of Reporting Person

OO

\* Excludes 10,865,427 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan Children Trust FBO Marianne Dolan Weber

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 938,666  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 938,666  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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938,666

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.5%

14. Type of Reporting Person

OO

\* Excludes 10,893,606 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Marianne Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 966,845  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 966,845  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

966,845

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.6%

14. Type of Reporting Person

OO

\* Excludes 10,865,427 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2009 Family Trust FBO James L. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 659,359  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 659,359  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

659,359

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.1%

14. Type of Reporting Person

OO

\* Excludes 11,125,049 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO James L. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 693,420  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 693,420  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

693,420

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.1%

14. Type of Reporting Person

OO

\* Excludes 11,090,988 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

302,071  
Shares 8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 302,071  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

302,071

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.5%

14. Type of Reporting Person

OO

\* Excludes 11,482,337 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

309,071  
Shares 8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

309,071  
Person 10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

309,071

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.5%

14. Type of Reporting Person

OO

\* Excludes 11,475,337 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 372,071  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 372,071  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

372,071

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.6%

14. Type of Reporting Person

OO

\* Excludes 11,412,337 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2009 Family Trust FBO Deborah A. Dolan-Sweeney

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 204,071  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 204,071  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

204,071

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.3%

14. Type of Reporting Person

OO

\* Excludes 11,580,337 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Deborah A. Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Ryan Dolan 1989 Trust

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 15,156  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 15,156  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

15,156

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.0%

14. Type of Reporting Person

OO

\* Excludes 11,769,252 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Ryan Dolan 1989 Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Tara Dolan 1989 Trust

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 15,156  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 15,156  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

15,156

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.0%

14. Type of Reporting Person

OO

\* Excludes 11,769,252 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Tara Dolan 1989 Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2011 Grantor Retained Annuity Trust #1A

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 753,619  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 753,619  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

753,619

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

1.2%

14. Type of Reporting Person

OO

\* Excludes 11,030,789 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1A disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Charles F. Dolan 2011 Grantor Retained Annuity Trust #1C

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

0

Shares

8. Shared Voting Power

Beneficially

Owned By

0

Each

9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

OO

\* Excludes 11,784,408 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1C disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Helen A. Dolan 2011 Grantor Retained Annuity Trust #1A

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 465,537  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 465,537  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

465,537

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.8%

14. Type of Reporting Person

OO

\* Excludes 11,318,871 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1A disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

Helen A. Dolan 2011 Grantor Retained Annuity Trust #1C

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

0

Shares

8. Shared Voting Power

Beneficially

Owned By

0

Each

9. Sole Dispositive Power

Reporting

Person

0

10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

OO

\* Excludes 11,784,408 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1C disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 34,060  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 34,060  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

34,060

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.1%

14. Type of Reporting Person

OO

\* Excludes 11,750,348 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 309,349  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 309,349  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

309,349

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.5%

14. Type of Reporting Person

OO

\* Excludes 11,475,059 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 309,349  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 309,349  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

309,349

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.5%

14. Type of Reporting Person

OO

\* Excludes 11,475,059 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

CUSIP NO. 00164V 103

1. Name of Reporting Person

CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 309,349  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 309,349  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

309,349

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.5%

14. Type of Reporting Person

OO

\* Excludes 11,475,059 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



CUSIP NO. 00164V 103

1. Name of Reporting Person

CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

00 See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.A.

7. Sole Voting Power

Number of

Shares 309,349  
8. Shared Voting Power

Beneficially

Owned By 0  
Each 9. Sole Dispositive Power

Reporting

Person 309,349  
10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: DOLAN CHARLES F - Form SC 13D/A

309,349

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares \*

13. Percent of Class Represented by Amount in Row (11)

0.5%

14. Type of Reporting Person

OO

\* Excludes 11,475,059 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment to Schedule 13D is being filed jointly by (i) the individuals (in their individual capacity and/or as trustee or co-trustee of specified trusts) and trusts listed in Item 2(a) below (the "Group Members") who may be deemed to beneficially own all of the shares of Class B Common Stock of AMC Networks Inc. (the "Issuer"), par value \$.01 per share (the "Class B Common Stock"), which are convertible share for share at the option of the holder into Class A Common Stock of the Issuer, par value \$.01 per share (the "Class A Common Stock," and together with the Class B Common Stock, the "Common Stock"), and a certain number of shares of Class A Common Stock, in each case as described herein, and (ii) the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1C (the "CFD 2011 GRAT #1C") and the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1C (the "HAD 2011 GRAT #1C" and collectively with the CFD 2011 GRAT #1C, the "Old GRATs"), to reflect the sale of Class A Common Stock by a Group Member and the disposition of all Issuer securities held by the Old GRATs and their ceasing to be Group Members.

The Schedule 13D (the "Schedule") filed by the original Group Members on June 30, 2011, as amended and supplemented by Amendment No. 1 filed on September 16, 2011 and Amendment No. 2 filed on November 18, 2011, is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment No. 3.

**Item 2 Identity and Background.**

The disclosure in Item 2 is hereby amended by amending and restating part (a) thereof as follows:

(a) The names of the Reporting Persons who are Group Members are: Charles F. Dolan, individually and as Trustee of the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1A (the "CFD 2011 GRAT #1A") and the Charles F. Dolan 2009 Revocable Trust (the "CFD 2009 Trust"); Helen A. Dolan, individually and as Trustee of the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1A (the "HAD 2011 GRAT #1A") and the Helen A. Dolan 2009 Revocable Trust (the "HAD 2009 Trust"); James L. Dolan; Thomas C. Dolan; Patrick F. Dolan; Kathleen M. Dolan, individually and as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan, the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Marianne Dolan Weber, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Charles F. Dolan Children Trust FBO Thomas C. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan (hereinafter collectively referred to as the "Dolan Children Trusts" and individually, a "Dolan Children Trust"), and as sole Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust; Marianne Dolan Weber; Deborah A. Dolan-Sweeney; Lawrence J. Dolan, as a Trustee of the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan, the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan, the Charles F. Dolan 2009 Family Trust FBO James L. Dolan, the Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber, the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan and the Charles F. Dolan 2009 Family Trust FBO Deborah Dolan-Sweeney (collectively, the "2009 Family Trusts" and individually, a "2009 Family Trust") and as a Trustee of the CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan, CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan (collectively, the "CFD 2010 Grandchildren Trusts" and individually, a "2010 Grandchildren Trust"); David M. Dolan, as a Trustee of each of the 2009 Family Trusts and each of the CFD 2010 Grandchildren Trusts; Paul J. Dolan, as a Trustee of the Dolan Children Trusts FBO Kathleen M. Dolan and James L. Dolan; Matthew J. Dolan, as a Trustee of the Dolan Children Trusts FBO Marianne Dolan Weber and Thomas C. Dolan; Mary S. Dolan, as a

Trustee of the Dolan Children Trusts FBO Deborah Dolan-Sweeney and Patrick F. Dolan; Dolan Children Trust FBO Kathleen M. Dolan; Dolan Children Trust FBO Marianne Dolan Weber; Dolan Children Trust FBO Deborah Dolan-Sweeney; Dolan Children Trust FBO James L. Dolan; Dolan Children Trust FBO Thomas C. Dolan; Dolan Children Trust FBO Patrick F. Dolan; 2009 Family Trust FBO James L. Dolan; 2009 Family Trust FBO Thomas C. Dolan; 2009 Family Trust FBO Patrick F. Dolan; 2009 Family Trust FBO Kathleen M. Dolan; 2009 Family Trust FBO Marianne Dolan Weber; 2009 Family Trust FBO Deborah A. Dolan-Sweeney; Ryan Dolan 1989 Trust; Tara Dolan 1989 Trust; CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney; CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan; CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber; CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan; CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan; CFD 2011 GRAT #1A; and HAD 2011 GRAT #1A. The Old GRATs ceased to be Group Members on January 3, 2012.

**Item 4 Purpose of Transaction**

On August 14, 2012, Charles F. Dolan sold 1,750,000 shares of Class A Common Stock for liquidity and tax planning purposes.

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

The disclosure in Item 5(a) and (b) is hereby amended and restated to read in its entirety as follows:

(a) and (b) The Group Members may be deemed to beneficially own an aggregate of 13,502,535 shares of Class A Common Stock as a result of their beneficial ownership of (i) 1,718,127 shares of Class A Common Stock (including 120,330 shares of restricted stock and options to purchase 886,315 shares of Class A Common Stock that are exercisable within sixty days of this filing), and (ii) 11,784,408 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 19% of the total shares of the Issuer's common stock currently outstanding. Group Members in the aggregate may be deemed to have the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 11,784,408 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock (representing all outstanding Class B Common Stock) because of the terms of the Class B Stockholders' Agreement (see Item 6 below). Individuals who are Group Members solely in their capacity as trustees of trusts that are Group Members may be deemed to beneficially own an additional 433,451 shares of Class A Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities held by the other Reporting Persons, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Charles F. Dolan may be deemed to beneficially own an aggregate of 6,877,329 shares of Class A Common Stock, including (i) 826,455 shares of Class A Common Stock (including 51,100 shares of restricted stock and options to purchase 450,524 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 6,050,874 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 10.4% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 1,511,756 shares of Class A Common Stock (including 25,768 shares of Class A Common Stock owned of record personally, 51,100 shares of restricted stock owned of record personally and options owned of record personally to purchase 450,524 shares of Class A Common Stock that are exercisable within sixty days of this filing, 1,726 shares of Class A Common Stock owned of record by the CFD 2009 Trust and 982,638 shares of Class A Common Stock issuable upon conversion of an

equal number of shares of Class B Common Stock, including 229,019 shares of Class B Common Stock owned of record by the CFD 2009 Trust and 753,619 shares of Class B Common Stock owned of record by the CFD 2011 GRAT #1A) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 5,365,573 shares of Class A Common Stock (including 297,337 shares of Class A Common Stock owned of record by the Dolan Family Foundation and 5,068,236 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 791,180 shares of Class B Common Stock owned of record by the HAD 2009 Trust, 465,537 shares of Class B Common Stock owned of record by the HAD 2011 GRAT #1A, 2,540,063 shares of Class B Common Stock owned of record by the 2009 Family Trusts and 1,271,456 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts). He disclaims beneficial ownership of 297,337 shares of Class A Common Stock owned of record by the Dolan Family Foundation, and 5,068,236 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 791,180 shares of Class B Common Stock owned of record by the HAD 2009 Trust, 465,537 shares of Class B Common Stock owned of record by the HAD 2011 GRAT #1A, 2,540,063 shares of Class B Common Stock owned of record by the 2009 Family Trusts and 1,271,456 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Helen A. Dolan may be deemed to beneficially own an aggregate of 6,877,329 shares of Class A Common Stock, including (i) 826,455 shares of Class A Common Stock (including 51,100 shares of restricted stock and options to purchase 450,524 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 6,050,874 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 10.4% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of 1,256,717 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock (including 791,180 shares of Class B Common Stock owned of record by the HAD 2009 Trust and 465,537 shares of Class B Common Stock owned of record by the HAD 2011 GRAT #1A) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 5,620,612 shares of Class A Common Stock (including 297,337 shares of Class A Common Stock owned of record by the Dolan Family Foundation; 25,768 shares of Class A Common Stock, 51,100 shares of restricted stock and options to purchase 450,524 shares of Class A Common Stock exercisable within sixty days of this filing owned of record personally by her spouse, Charles F. Dolan; 1,726 shares of Class A Common Stock owned of record by the CFD 2009 Trust; and 4,794,157 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 229,019 shares of Class B Common Stock owned of record by the CFD 2009 Trust, 753,619 shares of Class B Common Stock owned of record by the CFD 2011 GRAT #1A, 2,540,063 shares of Class B Common Stock owned of record by the 2009 Family Trusts and 1,271,456 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts). She disclaims beneficial ownership of 297,337 shares of Class A Common Stock owned of record by the Dolan Family Foundation, 25,768 shares of Class A Common Stock, 51,100 shares of restricted stock and options to purchase 450,524 shares of Class A Common Stock exercisable within sixty days of this filing owned of record personally by her spouse, and 4,794,157 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 753,619 shares of Class B Common Stock owned of record by the CFD 2011 GRAT #1A, 2,540,063 shares of Class B Common Stock owned of record by the 2009 Family Trusts and 1,271,456 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

James L. Dolan may be deemed to beneficially own an aggregate of 1,661,934 shares of Class A Common Stock, including (i) 572,747 shares of Class A Common Stock (including 52,005 shares of restricted stock and options to purchase 427,041 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 1,089,487 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 2.7% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 684,795 shares of Class A Common Stock (including 41,975 shares of Class A Common Stock owned of record personally, 4,225 shares of Class A Common Stock held as custodian for one or more minor children, 49,025 shares of restricted stock owned of record personally, options owned of record personally to purchase 427,041 shares of Class A Common Stock that are exercisable within sixty days of this filing and 162,529 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 977,139 shares of Class A Common Stock (including 1,250 shares of Class A Common Stock owned of record jointly with his spouse, 4,510 shares of Class A Common Stock owned of record personally by his spouse, 405 shares of Class A Common Stock owned of record by his spouse through a 401(k) plan, 2,980 shares of restricted stock owned of record personally by his spouse, 1,150 shares of Class A Common Stock owned of record by members of his household, and 39,886 shares of Class A Common Stock owned of record by the Dolan Children Trust for his benefit and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit). He disclaims beneficial ownership of 4,225 shares of Class A Common Stock held as custodian for one or more minor children, 1,150 shares of Class A Common Stock owned of record by members of his household, 4,510 shares of Class A Common Stock owned of record personally by his spouse, 405 shares owned of record by his spouse through a 401(k) plan, 2,980 shares of restricted stock owned of record personally by his spouse and 39,886 shares of Class A Common Stock and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Thomas C. Dolan may be deemed to beneficially own 1,016,386 shares of Class A Common Stock, including (i) 60,357 shares of Class A Common Stock (including 8,775 shares of restricted stock) and (ii) 956,029 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This amount represents approximately 1.7% of the shares of Class A Common Stock currently outstanding. He may be deemed to have the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 49,542 shares of Class A Common Stock (including 11,696 shares of Class A Common Stock owned of record personally, 8,775 shares of restricted stock owned of record personally and 29,071 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and the shared power to vote or direct the vote of and to dispose of or to direct the disposition of 39,886 shares of Class A Common Stock and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit. He disclaims beneficial ownership of 39,886 shares of Class A Common Stock and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Patrick F. Dolan may be deemed to beneficially own an aggregate of 976,291 shares of Class A Common Stock, including (i) 65,832 shares of Class A Common Stock (including 4,225 shares of restricted stock and options to purchase 3,000 shares of Class A

Common Stock that are exercisable within sixty days of this filing) and (ii) 910,459 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 1.6% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 37,562 shares of Class A Common Stock (including 5,893 shares of Class A Common Stock owned of record personally, 4,225 shares of restricted stock owned of record personally, options to purchase 3,000 shares of Class A Common Stock that are exercisable within sixty days of this filing owned of record personally and 24,444 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and (b) the current shared power to vote or direct the vote of and to dispose of or to direct the disposition of 938,729 shares of Class A Common Stock (including 1,250 shares of Class A Common Stock owned of record jointly with his spouse, 525 shares of Class A Common Stock owned of record personally by his spouse, 2,300 shares of Class A Common Stock owned of record by members of his household, 775 shares of Class A Common Stock owned of record by the Daniel P. Mucci Trust (the Mucci Trust ) for which he serves as a trustee and 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trust for his benefit and 886,015 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit). He disclaims beneficial ownership of 525 shares of Class A Common Stock owned of record personally by his spouse, 2,300 shares of Class A Common Stock owned of record by members of his household, 775 shares of Class A Common Stock held by the Mucci Trust, and 47,864 shares of Class A Common Stock and 886,015 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Kathleen M. Dolan may be deemed to beneficially own an aggregate of 5,779,861 shares of Class A Common Stock, including (i) 276,375 shares of Class A Common Stock and (ii) 5,503,488 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 8.8% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 38,688 shares of Class A Common Stock (including 1,595 shares of Class A Common Stock owned of record personally, 4,481 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally, 2,300 shares of Class A Common Stock held as custodian for one or more minor children and an aggregate of 30,312 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 5,741,173 shares of Class A Common Stock (including 1,250 shares of Class A Common Stock owned of record jointly with her former spouse and an aggregate of 271,228 shares of Class A Common Stock owned of record by the Dolan Children Trusts and an aggregate of 5,468,695 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts). She disclaims beneficial ownership of 2,300 shares of Class A Common Stock held as custodian for one or more minor children, an aggregate of 271,228 shares of Class A Common Stock owned of record by the Dolan Children Trusts and an aggregate of 5,499,007 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts, the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Marianne Dolan Weber may be deemed to beneficially own an aggregate of 951,075 shares of Class A Common Stock, including (i) 51,914 shares of Class A Common Stock

(including options to purchase 2,000 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 899,161 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 1.6% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 11,509 shares of Class A Common Stock (including options to purchase 2,000 shares of Class A Common Stock that are exercisable within sixty days of this filing owned of record personally, 8,359 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally and 1,150 shares of Class A Common Stock held as custodian for a minor child) and (b) the current shared power to vote or direct the vote of and to dispose of or to direct the disposition of 939,566 shares of Class A Common Stock (including 900 shares of Class A Common Stock owned personally by her spouse, and 47,864 shares of Class A Common Stock owned by the Dolan Children Trust for her benefit and 890,802 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit). She disclaims beneficial ownership of 1,150 shares of Class A Common Stock held as custodian for a minor child, 900 shares of Class A Common Stock owned of record by her spouse, and 47,864 shares of Class A Common Stock and 890,802 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Deborah A. Dolan-Sweeney may be deemed to beneficially own an aggregate of 1,012,737 shares of Class A Common Stock, including (i) 88,113 shares of Class A Common Stock (including 4,225 shares of restricted stock and options to purchase 3,750 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 924,624 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 1.7% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 5,643 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,007,094 shares of Class A Common Stock (including 24,599 shares of Class A Common Stock, 4,225 shares of restricted stock and options to purchase 3,750 shares of Class A Common Stock that are exercisable within sixty days of this filing owned of record by her spouse, 7,675 shares of Class A Common Stock held by trusts for which her spouse serves as co-trustee and 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trust for her benefit and 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit). She disclaims beneficial ownership of 24,599 shares of Class A Common Stock, 4,225 shares of restricted stock and options to purchase 3,750 shares of Class A Common Stock that are exercisable within sixty days of this filing owned of record by her spouse, 7,675 shares of Class A Common Stock held by trusts for which her spouse serves as co-trustee and 47,864 shares of Class A Common Stock and 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Lawrence J. Dolan may be deemed to beneficially own an aggregate of 3,813,819 shares of Class A Common Stock, including (i) 2,300 shares of Class A Common Stock and (ii) 3,811,519 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 6.0% of the shares of Class A Common Stock currently outstanding. He may be deemed to have the current shared power to vote or direct the vote of and to



dispose of or direct the disposition of 3,813,819 shares of Class A Common Stock (including 2,300 shares of Class A Common Stock owned of record with his spouse, an aggregate of 2,540,063 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts and an aggregate of 1,271,456 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts). He disclaims beneficial ownership of an aggregate of 2,540,063 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts and an aggregate of 1,271,456 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

David M. Dolan may be deemed to beneficially own an aggregate of 4,122,007 shares of Class A Common Stock, including (i) 310,488 shares of Class A Common Stock and (ii) 3,811,519 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 6.5% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 302,176 shares of Class A Common Stock (including 2,971 shares of Class A Common Stock owned of record by the David M. Dolan Revocable Trust and 299,205 shares of Class A Common Stock owned of record by the Charles F. Dolan Charitable Remainder Trust) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 3,819,831 shares of Class A Common Stock (including 2,300 shares of Class A Common Stock owned of record jointly with his spouse, 5,250 shares of Class A Common Stock owned of record by the Ann H. Dolan Revocable Trust, 762 shares of Class A Common Stock held by his spouse as custodian for a minor child, an aggregate of 2,540,063 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts and an aggregate of 1,271,456 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts). He disclaims beneficial ownership of 299,205 shares of Class A Common Stock owned of record by the Charles F. Dolan Charitable Remainder Trust, 5,250 shares of Class A Common Stock owned of record by the Ann H. Dolan Revocable Trust, 762 shares of Class A Common Stock held by his spouse as custodian for a minor child, an aggregate of 2,540,063 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts and an aggregate of 1,271,456 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts, and this report shall not be deemed to be an admission that he is the beneficial owner of such securities. See Exhibit A.

Paul J. Dolan may be deemed to beneficially own an aggregate of 2,036,146 shares of Class A Common Stock, including (i) 190,207 shares of Class A Common Stock, and (ii) 1,845,939 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 3.3% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 96,550 shares of Class A Common Stock (including 5,108 shares of Class A Common Stock held as custodian for one or more minor children and 91,442 shares of Class A Common Stock owned of record by the CFD Trust No. 10) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,939,596 shares of Class A Common Stock (including 5,907 shares of Class A Common Stock owned of record jointly with his spouse, an aggregate of 87,750 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan, and an aggregate of 1,845,939 shares of Class A Common Stock issuable upon conversion of an equal number of shares of

Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan). He disclaims beneficial ownership of 5,108 shares of Class A Common Stock held as custodian for one or more minor children, 91,442 shares of Class A Common Stock owned of record by the CFD Trust No. 10, an aggregate of 87,750 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan, and an aggregate of 1,845,939 shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan, and this report shall not be deemed to be an admission that he is the beneficial owner of such securities. See Exhibit A.

Matthew J. Dolan may be deemed to beneficially own an aggregate of 1,908,647 shares of Class A Common Stock, including (i) 90,887 shares of Class A Common Stock and (ii) 1,817,760 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 3.1% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 3,137 shares of Class A Common Stock (including 1,750 shares of Class A Common Stock owned of record personally and 1,387 shares of Class A Common Stock held as custodian for a minor child) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,905,510 shares of Class A Common Stock (including an aggregate of 87,750 shares of Class A Common stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan and an aggregate of 1,817,760 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan). He disclaims beneficial ownership of 1,387 shares of Class A Common Stock held as custodian for a minor child, an aggregate of 87,750 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan and an aggregate of 1,817,760 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Mary S. Dolan may be deemed to beneficially own an aggregate of 1,915,793 shares of Class A Common Stock, including (i) 110,797 shares of Class A Common Stock and (ii) 1,804,996 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 3.1% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote and to dispose of or direct the disposition of 6,810 shares of Class A Common Stock held as custodian for one or more minor children and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,908,983 shares of Class A Common Stock (including 8,259 shares of Class A Common Stock owned of record jointly with her spouse, an aggregate of 95,728 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah A. Dolan-Sweeney and Patrick F. Dolan and an aggregate of 1,804,996 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan). She disclaims beneficial ownership of 6,810 shares of Class A Common Stock held as custodian for one or more minor children, an aggregate of 95,728 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan and an aggregate of 1,804,996 shares of Class A Common Stock issuable upon the conversion of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

The Charles F. Dolan Children Trust FBO James L. Dolan may be deemed to beneficially own an aggregate of 966,844 shares of Class A Common Stock, including (i) 39,886 shares of Class A Common Stock and (ii) 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Paul J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 15 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Thomas C. Dolan may be deemed to beneficially own an aggregate of 966,844 shares of Class A Common Stock, including (i) 39,886 shares of Class A Common Stock and (ii) 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Matthew J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 16 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Patrick F. Dolan may be deemed to beneficially own an aggregate of 933,879 shares of Class A Common Stock, including (i) 47,864 shares of Class A Common Stock and (ii) 886,015 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 17 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Kathleen M. Dolan may be deemed to beneficially own an aggregate of 966,845 shares of Class A Common Stock, including (i) 47,864 shares of Class A Common Stock and (ii) 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Paul J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 18 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Marianne Dolan Weber may be deemed to beneficially own an aggregate of 938,666 shares of Class A Common Stock, including (i) 47,864 shares of Class A Common Stock and (ii) 890,802 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Matthew J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 19 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney may be deemed to beneficially own an aggregate of 966,845 shares of Class A Common Stock, including (i) 47,864 shares of Class A Common Stock and (ii) 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 20 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO James L. Dolan may be deemed to beneficially own an aggregate of 659,359 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 21 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Thomas C. Dolan may be deemed to beneficially own an aggregate of 693,420 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 22 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Patrick F. Dolan may be deemed to beneficially own an aggregate of 302,071 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 23 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Kathleen M. Dolan may be deemed to beneficially own an aggregate of 309,071 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 24 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Marianne Dolan Weber may be deemed to beneficially own an aggregate of 372,071 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 25 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Deborah A. Dolan-Sweeney may be deemed to beneficially own an aggregate of 204,071 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 26 of this Schedule 13D is hereby incorporated by reference.

The Ryan Dolan 1989 Trust may be deemed to beneficially own an aggregate of 15,156 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 27 of this Schedule 13D is hereby incorporated by reference.

The Tara Dolan 1989 Trust may be deemed to beneficially own an aggregate of 15,156 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 28 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan 2011 Grantor Retained Annuity Trust #1A may be deemed to beneficially own an aggregate of 753,619 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Charles F. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 29 of this Schedule 13D is hereby incorporated by reference.

The Helen A. Dolan 2011 Grantor Retained Annuity Trust #1A may be deemed to beneficially own an aggregate of 465,537 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Helen A. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 31 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan may be deemed to beneficially own an aggregate of 34,060 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 33 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan may be deemed to beneficially own an aggregate of 309,349 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 34 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan may be deemed to beneficially own an aggregate of 309,349 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 35 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber may be deemed to beneficially own an aggregate of 309,349 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 36 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney may be deemed to beneficially own an aggregate of 309,349 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 37 of this Schedule 13D is hereby incorporated by reference.

(c) The following transactions in the Issuer's Securities have been effected by Group Members within the 60 days prior to this filing:

On August 14, 2012, Charles F. Dolan converted 1,750,000 shares of Class B Common Stock into an equal number of shares of Class A Common Stock and sold those 1,750,000 shares of Class A Common Stock at a price of \$41.38 per share in a block sale to a broker.

On August 13, 2012, James L. Dolan made a gift of 300 shares of Class A Common Stock.

On July 2, 2012, the CFD 2011 GRAT #1A distributed 133,655 shares of Class B Common Stock to Charles F. Dolan's revocable trust and the HAD 2011 GRAT #1A distributed 82,564 shares of Class B Common Stock to Helen A. Dolan's revocable trust.

(e) On January 3, 2012, each of the CFD 2011 GRAT #1C and HAD 2011 GRAT #1C distributed all of their shares of Class B Common Stock to Charles F. Dolan and Helen A. Dolan, respectively, and ceased to be a beneficial owner of Issuer securities and a Group Member.

**Item 7 Material to be Filed as an Exhibit**

The disclosure in Item 7 is hereby supplemented by adding the following in appropriate numerical order:

Exhibit B.3: Joint Filing Agreement, dated August 16, 2012.

**Signature.**

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

Date: August 16, 2012

CHARLES F. DOLAN, individually, and as Trustee of the Charles F. Dolan 2009 Revocable Trust, the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1A and the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1C

\*

Charles F. Dolan

HELEN A. DOLAN, individually, and as Trustee of the Helen A. Dolan 2009 Revocable Trust, the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1A and the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1C

\*

Helen A. Dolan

JAMES L. DOLAN, individually

/s/ James L. Dolan  
James L. Dolan

THOMAS C. DOLAN, individually

/s/ Thomas C. Dolan  
Thomas C. Dolan

PATRICK F. DOLAN, individually

\*

Patrick F. Dolan

MARIANNE DOLAN WEBER, individually

\*

Marianne Dolan Weber

DEBORAH A. DOLAN-SWEENEY, individually

\*

Deborah A. Dolan-Sweeney

KATHLEEN M. DOLAN, individually, and as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan, the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Marianne Dolan Weber, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Charles F. Dolan Children Trust FBO Thomas C. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan, and as Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust

\*

Kathleen M. Dolan

LAWRENCE J. DOLAN, not individually but as a Trustee of the Charles F. Dolan 2009 Family Trust FBO James L. Dolan, the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan, the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan, the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan, the Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber, the Charles F. Dolan 2009 Family Trust FBO Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan and the CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan

\*

Lawrence J. Dolan



DAVID M. DOLAN, not individually but as a Trustee of the Charles F. Dolan 2009 Family Trust FBO James L. Dolan, the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan, the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan, the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan, the Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber, the Charles F. Dolan 2009 Family Trust FBO Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan and the CFD 2010 Grandchildren Trust FBO Descendants of James L. Dolan

\*

David M. Dolan

PAUL J. DOLAN, not individually but as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan

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Paul J. Dolan

MATTHEW J. DOLAN, not individually but as a Trustee of the Charles F. Dolan Children Trust FBO Marianne Dolan Weber and the Charles F. Dolan Children Trust FBO Thomas C. Dolan

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Matthew J. Dolan

MARY S. DOLAN, not individually but as a Trustee of the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney and the Charles F. Dolan Children Trust FBO Patrick F. Dolan

\*

Mary S. Dolan

\*By: /s/ Brian G. Sweeney  
Brian G. Sweeney  
As Attorney-in-Fact