

Gouger William R
Form SC 13D
September 15, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
DISH NETWORK CORPORATION**

(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

278762109

(CUSIP Number)

R. Stanton Dodge

Executive Vice President, General Counsel and Secretary

DISH Network Corporation

9601 S. Meridian Blvd.

Englewood, Colorado 80112

(303) 723-1000

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

September 5, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§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 §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 purpose 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 278762109

NAME OF REPORTING PERSON

1

William R. Gouger

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.A.

SOLE VOTING POWER

7

NUMBER OF 79,252,539 VOTING SHARES (1)

SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER

EACH REPORTING 9 SOLE DISPOSITIVE POWER

PERSON 79,252,539 VOTING SHARES (1)

WITH SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE REPORTING PERSON

79,252,539

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 27.3% (2)

14 TYPE OF REPORTING PERSON
IN

(1) Voting Shares include all shares of Class A Common Stock (Class A Common Stock) and Class B Common Stock (Class B Common Stock) of DISH Network Corporation (DISH Network) of which Mr. Gouger is the sole beneficial owner. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time. The Voting Shares represent: (i) 140 shares of Class A Common Stock owned beneficially directly by Mr. Gouger; (ii) 7,248 shares of Class A Common Stock owned beneficially indirectly by Mr. Gouger in his 401(k) Employee Savings Plan; (iii) 4,245,151 shares of Class B Common Stock owned beneficially by Mr. Gouger solely by virtue of his position as trustee (with sole voting and dispositive power) of certain trusts established by Mr. Ergen for the benefit of his family; and (iv) 75,000,000 shares of Class B Common Stock owned beneficially by Mr. Gouger solely by virtue of his position as trustee (with sole voting and dispositive power, except as set forth in Item 6 below) of the Ergen 2008 Two-Year GRAT dated September 5, 2008. There is no arrangement or agreement between any of the trusts identified in clauses (iii) and (iv) above to vote or dispose of any shares of DISH Network. Mr. Gouger exercises voting and dispositive power with respect to each such trust independently and in accordance with his fiduciary responsibilities to the beneficiaries of such trusts.

(2) Based on 211,634,045 shares of Class A Common Stock outstanding on September 5, 2008 and assuming conversion of the shares of Class B Common Stock held by the Reporting Person into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Person may be deemed to own beneficially would be approximately 17.6%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Person owns beneficially equity securities of the Company representing approximately 30.5% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

CUSIP No. 278762109

NAME OF REPORTING PERSON

1

Ergen 2008 Two-Year GRAT dated September 5, 2008

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.A.

SOLE VOTING POWER

7

NUMBER OF 75,000,000 VOTING SHARES (1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 75,000,000 VOTING SHARES (1)

WITH SHARED DISPOSITIVE POWER

10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE REPORTING PERSON

11

75,000,000 Shares (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

Approximately 26.2% (2)

TYPE OF REPORTING PERSON

14

IN

(1) All of the shares beneficially held by Ergen 2008 Two-Year GRAT dated September 5, 2008 are shares of Class B Common Stock. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Based on 211,634,045 shares of Class A Common Stock outstanding on September 5, 2008 and assuming conversion of the shares of Class B Common Stock held by the Reporting Person into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Person may be deemed to own beneficially would be approximately 16.7%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Person may be deemed to own beneficially equity securities of the Company representing approximately 28.9% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

ITEM 1. Security and Issuer.

This Schedule 13D relates to shares of Class A Common Stock, \$0.01 par value per share (Class A Common Stock) of DISH Network Corporation, a Nevada corporation formed in April 1995 (DISH Network). The principal executive offices of DISH Network are located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

ITEM 2. Identity and Background.

This statement is being filed jointly by: (a) William R. Gouger; and (b) the Ergen 2008 Two-Year GRAT dated September 5, 2008 (the 2008 GRAT), who are together referred to as the Reporting Persons. This Schedule 13D relates solely to, and is being filed for, shares held by Mr. Gouger, and shares transferred by Mr. Charles W. Ergen to the 2008 GRAT.

(A) William R. Gouger

Mr. Gouger s principal occupation is Partner of Gouger, Franzmann & Hooke, LLC, and his principal address is 400 Inverness Parkway, Suite 250, Englewood, Colorado 80112. Mr. Gouger has not, during the last five years, (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Gouger is a citizen of the United States.

(B) 2008 GRAT

The 2008 GRAT was formed under the laws of the State of Colorado and its principal business is to hold a portion of the assets and estate of Mr. Ergen. Its address is c/o Mr. Gouger, as Trustee, at 400 Inverness Parkway, Suite 250, Englewood, Colorado 80112. The 2008 GRAT has not, during the last five years, (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws. As trustee of the 2008 GRAT, Mr. Gouger is vested with sole voting and investment power with respect to such shares, except as set forth in Item 6 below.

ITEM 3. Source and Amount of Funds and Other Consideration.

The 2008 GRAT acquired beneficial ownership of 75,000,000 shares of Class B Common Stock of DISH Network (the Class B Common Stock) when Mr. Ergen gifted such shares of Class B Common Stock to the 2008 GRAT on September 5, 2008. Shares of Class B Common Stock may be exchanged for shares of Class A Common Stock on a one-for-one basis at any time. Mr. Gouger, a former employee of DISH Network, acquired shares of Class A Common Stock of DISH Network pursuant to DISH Network s employee compensation, benefit or similar plans.

The Reporting Persons may from time to time acquire shares of Class A Common Stock for investment purposes. Such Class A Common Stock may be acquired with personal funds of or funds borrowed by the Reporting Persons.

ITEM 4. Purpose of Transaction.

The Reporting Persons own shares beneficially held by them for general investment purposes.

As described in Item 3 above, Mr. Ergen gifted 75,000,000 shares of Class B Common Stock to the 2008 GRAT on September 5, 2008. Mr. Ergen established the 2008 GRAT for estate planning purposes. Under

the trust agreement establishing the 2008 GRAT, Mr. William Gouger will serve as trustee of the 2008 GRAT and will hold sole voting and investment power over the 75,000,000 shares of Class B Common Stock held by the 2008 GRAT, except as set forth in Item 6 below. Mr. Ergen receives an annuity amount from the 2008 GRAT under the trust agreement governing the 2008 GRAT. Members of Mr. Ergen's family are the beneficiaries of the 2008 GRAT. The 2008 GRAT will expire two years from the date of transfer of the shares of Class B Common Stock to the 2008 GRAT.

Except as noted in public filings by DISH Network, Mr. Gouger is not aware of any plans or proposals which it may have which relate to or would result in:

- (a) the acquisition by any person of additional securities of DISH Network, or the disposition of securities of DISH Network;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation of securities of DISH Network or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of DISH Network or any of its subsidiaries;
- (d) any change in the present board of directors or management of DISH Network, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) any material change in the present capitalization or dividend policy of DISH Network;
- (f) any material change in DISH Network's business or corporate structure;
- (g) changes in DISH Network's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of DISH Network by any person;
- (h) causing a class of securities of DISH Network to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of DISH Network becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) any action similar to any of the foregoing.

ITEM 5. Interest in Securities of the Issuer.

(a) and (b). This filing is for the cumulative share holdings of an affiliated group as of the close of business on September 15, 2008. The Reporting Persons named in this Schedule 13D directly or indirectly collectively owned, as of such date, 7,388 outstanding shares of Class A Common Stock and 79,245,151 outstanding shares of Class B Common Stock of DISH Network as described more fully in the footnotes included on the cover pages of this Schedule 13D. There is no formal agreement to vote or dispose of the shares of DISH Network in a particular manner, except as set forth in Item 6 below. The dispositive and voting power of the shares held by the trusts that Mr. Gouger is a trustee over and Mr. Gouger is made independent of each other, except to the extent that Mr. Gouger is a trustee of each of the trusts and in that respect is able to control the disposition and voting of the shares of Class B Common Stock owned by each such trust, except as set forth in Item 6 below.

(c) The Reporting Persons have not effected any transactions in the Class A Common Stock of DISH Network in the last sixty days other than as described herein.

- (d) Not applicable.
- (e) Not applicable.

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

Except as disclosed below, neither Mr. Gouger nor the 2008 GRAT is party to any contracts, arrangements, understandings or relationships, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies nor are any of the securities pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities.

The trust agreement for the 2008 GRAT contains an irrevocable provision that provides that the trustee will not dispose of any shares of DISH Network held by the 2008 GRAT unless a Change of Control Event occurs. If a Change of Control Event occurs, the trustee of the 2008 GRAT will have sole discretion with respect to the disposition of any shares of DISH Network held by the 2008 GRAT.

A Change of Control Event will occur if (i) as the result of a transaction or a series of transactions any person other than Charles W. Ergen (or a Related Party) individually owns more than fifty percent (50%) of the total Equity Interests of either (A) DISH Network or (B) the surviving entity in any such transaction(s) or a controlling affiliate of such surviving entity in such transaction(s); and (ii) a majority of the members of the Board of Directors of DISH Network are no longer Continuing Directors; and (iii) as the result of a transaction or a series of transactions any person other than Charles W. Ergen (or a Related Party) individually owns more than fifty percent (50%) of the total voting power of either (A) DISH Network or (B) the surviving entity in any such transaction(s) or a controlling affiliate of such surviving entity in such transaction(s); and (iv) Charles W. Ergen sells Equity Interests of DISH Network such that he owns beneficially less than 50% of the total Equity Interests that he owned beneficially immediately following the grant of shares to the 2008 GRAT.

For purposes of the definition of Change of Control Event :

Continuing Director means, as of any date of determination, any member of the Board of Directors of DISH Network who: (a) was a member of such Board of Directors on September 5, 2008; or (b) was nominated for election or elected to such Board of Directors either (x) with the affirmative vote of a majority of the Continuing Directors who were members of such Board of Directors at the time of such nomination or election or (y) by Charles W. Ergen and his Related Parties.

Equity Interest means any capital stock of DISH Network and all warrants, options or other rights to acquire capital stock of DISH Network (but excluding any debt security that is convertible into, or exchangeable for, capital stock of DISH Network).

Related Party means, (a) Charles W. Ergen's spouse and each of his immediate family members; (b) each trust, corporation, partnership or other entity of which Charles W. Ergen beneficially holds an eighty percent (80%) or more controlling interest or that was created for estate planning purposes including without limitation the grantor retained annuity trusts dated November 9, 2005 and September 5, 2008; and (c) the personal representatives, administrators, executor, guardians, or any person(s) or entit(ies) to which Charles W. Ergen's shares of DISH Network are transferred as a result of a transfer by will or the applicable laws of descent and distribution.

Item 7. Material to be Filed as Exhibits

Exhibit A: Agreement of Joint Filing

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.

WILLIAM R. GOUGER

Dated: September 15, 2008

/s/ William R. Gouger
William R. Gouger

2008 GRAT

Dated: September 15, 2008

/s/ William R. Gouger
William R. Gouger, Trustee

**Attention: Intentional misstatements or omissions of fact
constitutes Federal criminal violations (See 18 U.S.C. 1001)**

EXHIBIT INDEX

Exhibit A: Agreement of Joint Filing

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EXHIBIT A

Agreement of Joint Filing

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement on Schedule 13D to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

WILLIAM R. GOUGER

Dated: September 15, 2008

/s/ William R. Gouger
William R. Gouger

2008 GRAT

Dated: September 15, 2008

/s/ William R. Gouger
William R. Gouger, Trustee