

MSG SPINCO, INC.
Form 10-12B/A
June 12, 2015

As filed with the Securities and Exchange Commission on June 11, 2015

File No. 001-36900

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

to

Form 10

General Form for Registration of Securities

Pursuant to Section 12(b) or (g) of

The Securities Exchange Act of 1934

MSG Spinco, Inc.*

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

47-3373056
(IRS Employer

Identification Number)

Two Pennsylvania Plaza

New York, NY
(Address of Principal Executive Offices)

10121
(Zip Code)

(212) 465-6000

(Registrant's telephone number, including area code)

Securities to be Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which
to be so Registered	Each Class is to be Registered
Class A Common Stock, par value \$.01 per share	[The NASDAQ Stock Market LLC]
Securities to be Registered Pursuant to Section 12(g) of the Act:	

None

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>
Non-Accelerated Filer <input checked="" type="checkbox"/> (Do not check if smaller reporting company)	Smaller reporting company <input type="checkbox"/>

* The registrant is currently named MSG Spinco, Inc. The registrant plans to change its name following the effective date of this registration statement to The Madison Square Garden Company.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

CROSS-REFERENCE SHEET BETWEEN ITEMS OF FORM 10

AND THE ATTACHED INFORMATION STATEMENT.

Item 1. *Business*

The information required by this item is contained under the sections Summary, Business, Available Information and Combined Financial Statements of this information statement. Those sections are incorporated herein by reference.

Item 1A. *Risk Factors*

The information required by this item is contained under the section Risk Factors. That section is incorporated herein by reference.

Item 2. *Financial Information*

The information required by this item is contained under the sections Summary, Selected Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations of this information statement. Those sections are incorporated herein by reference.

Item 3. *Properties*

The information required by this item is contained under the section Business Properties of this information statement. That section is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management*

The information required by this item is contained under the sections Summary and Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters of this information statement. Those sections are incorporated herein by reference.

Item 5. *Directors and Executive Officers*

The information required by this item is contained under the section Corporate Governance and Management of this information statement. That section is incorporated herein by reference.

Item 6. *Executive Compensation*

The information required by this item is contained under the section Executive Compensation of this information statement. That section is incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions*

The information required by this item is contained under the sections Certain Relationships and Related Party Transactions and Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters of this information statement. Those sections are incorporated herein by reference.

Item 8. *Legal Proceedings*

The information required by this item is contained under the section Business Legal Proceedings of this information statement. That section is incorporated herein by reference.

Item 9. *Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters*

The information required by this item is contained under the sections Risk Factors, The Distribution, Dividend Policy, Business, Corporate Governance and Management, Shares Eligible for Future Sale and Description of Capital Stock of this information statement. Those sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities*

On March 4, 2015, MSG Spinco, Inc. was incorporated in the State of Delaware. On March 27, 2015, MSG Holdings, L.P., an indirect subsidiary of The Madison Square Garden Company, acquired 100 uncertificated shares of common stock of MSG Spinco, Inc. for \$100.

Item 11. *Description of Registrant's Securities to be Registered*

The information required by this item is contained under the sections The Distribution and Description of Capital Stock of this information statement. Those sections are incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers*

The information required by this item is contained under the section Indemnification of Directors and Officers of this information statement. That section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data*

The information required by this item is contained under the sections Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and Combined Financial Statements of this information statement. Those sections are incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

None.

Item 15. *Financial Statements and Exhibits*

(a) Financial Statements

The information required by this item is contained under the section Combined Financial Statements beginning on page F-1 of this information statement. That section is incorporated herein by reference.

(b) Exhibits

The following documents are filed as exhibits hereto:

Exhibit	Description
2.1	Form of Distribution Agreement between The Madison Square Garden Company and MSG Spinco, Inc.*
2.2	Form of Contribution Agreement between The Madison Square Garden Company, MSG Holdings, L.P. and MSG Spinco, Inc.*
3.1	Certificate of Incorporation of MSG Spinco, Inc. ⁱ
3.2	Form of Amended and Restated Certificate of Incorporation (as in effect immediately prior to Distribution) of MSG Spinco, Inc.*

Exhibit	Description
3.3	By-laws of MSG Spinco, Inc. ⁱ
3.4	Form of Amended By-Laws (as in effect immediately prior to Distribution) of MSG Spinco, Inc.*
3.5	Form of Registration Rights Agreement between MSG Spinco, Inc. and The Charles F. Dolan Children Trusts.*
3.6	Form of Registration Rights Agreement between MSG Spinco, Inc. and The Dolan Family Affiliates.*
8.1	Form of Tax Opinion of Sullivan & Cromwell LLP.*
10.1	Form of Transition Services Agreement between The Madison Square Garden Company and MSG Spinco, Inc.*
10.2	Form of Tax Disaffiliation Agreement between The Madison Square Garden Company and MSG Spinco, Inc.*
10.3	Form of Employee Matters Agreement between The Madison Square Garden Company and MSG Spinco, Inc.*
10.4	Form of MSG Spinco, Inc. Employee Stock Plan.*
10.5	Form of MSG Spinco, Inc. Cash Incentive Plan.*
10.6	Form of MSG Spinco, Inc. Stock Plan for Non-Employee Directors.*
10.7	Standstill Agreement between MSG Spinco, Inc. and The Dolan Family Group.*
10.8	Form of Indemnification Agreement between MSG Spinco, Inc. and its Directors and Executive Officers.*
10.9	Form of MSG Spinco, Inc. Non-Employee Director Restricted Stock Units Agreement.*
10.10	Form of MSG Spinco, Inc. Restricted Stock Units Agreement.*
10.11	Form of MSG Spinco, Inc. Performance Award Agreement.*
10.12	Form of MSG Spinco, Inc. Restricted Stock Units Agreement in respect of The Madison Square Garden Company Restricted Stock Units.*
10.13	Form of MSG Spinco, Inc. Option Agreement in respect of The Madison Square Garden Company Options.*
10.14	Lease Agreement, between RCPI Trust and Radio City Productions LLC, relating to Radio City Music Hall, dated December 4, 1997.*+
10.15	First Amendment to Original Lease Agreement, dated December 4, 1997, between RCPI Trust and Radio City Productions LLC, dated February 19, 1999.*
10.16	Second Amendment to Original Lease Agreement, dated December 4, 1997, between RCPI Landmark Properties, LLC and Radio City Productions LLC, dated November 6, 2002.*+
10.17	Third Amendment to Original Lease Agreement, dated December 4, 1997, between RCPI Landmark Properties, LLC and Radio City Productions LLC, dated August 14, 2008.*+
10.18	Fourth Amendment to Original Lease Agreement, dated December 4, 1997, between RCPI Landmark Properties, LLC and Radio City Productions LLC, dated January 24, 2011.*+
10.19	Form of Restated Guaranty of Lease between [] and RCPI Landmark Properties, LLC, dated [].*
10.20	

Formation, Contribution and Investment Agreement, dated as of August 30, 2013 among MSG Holdings, L.P., Entertainment Ventures, LLC, Azoff Music Management LLC, and, for certain purposes, Irving Azoff and Irving Azoff and Rochelle Azoff, as Co-Trustees of the Azoff Family Trust of 1997, dated May 27, 1997, as amended.*

Exhibit	Description
21.1	Subsidiaries of the Registrant.*
99.1	Preliminary Information Statement dated June 11, 2015.

ⁱ Previously filed on March 27, 2015

* To be filed by amendment

+ Confidential treatment will be requested with respect to certain portions of this exhibit. Omitted portions will be filed separately with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MSG Spinco, Inc.

By /s/ James L. Dolan

Name: James L. Dolan

Title: Executive Chairman

Dated: June 11, 2015