

**UNITED STATES OF AMERICA  
BEFORE THE NATIONAL LABOR RELATIONS BOARD**

**CABLEVISION SYSTEMS CORP.,**

**Employer,**

**and**

**TIFFANY OLIVER,**

**Petitioner,**

**Case 29-RD-138839**

**and**

**LOCAL 1109, COMMUNICATIONS  
WORKERS OF AMERICA, AFL-CIO,**

**Union.**

**MEMORANDUM IN SUPPORT OF MOTION TO STRIKE OPPOSITION TO  
THE REQUEST FOR REVIEW OR, IN THE ALTERNATIVE, IN FURTHER  
SUPPORT OF THE REQUEST FOR REVIEW**

**KAUFF MCGUIRE & MARGOLIS LLP  
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Fourteenth Floor  
New York, NY 10022  
(212) 644-1010**

**Attorneys for Cablevision Systems Corp.**

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The Employer, Cablevision Systems Corporation (the “Employer” or “Cablevision”), hereby moves to strike the purported “Statement in Opposition to Employer’s Request for Review of Regional Director’s Order Denying Reinstatement of Petition,” dated January 17, 2017, filed by the Communications Workers of America, AFL-CIO (the “CWA Statement”), because no such opposition is authorized by the Board’s Rules and Regulations. In the alternative, in the event the Board accepts the CWA Statement, the Employer respectfully requests that the Board also consider the instant Memorandum as a reply in further support of the Request for Review.

**A. CWA’s Statement Opposing the Request for Review Is Not Authorized by Board Rules and Should Be Stricken.**

The CWA’s Statement should be stricken because its submission is not authorized under the rules of the Board.

The Employer’s Request for Review (“Req. Rev.”) was filed pursuant to, and correctly cited, Section 102.71 of the Board’s Rules as the basis for its Request. That Section applies where, as here, a representation petition has been dismissed without a hearing having been conducted, and it permits any party to request review of the dismissal. Notably, however, that Section does not authorize any other party to submit an *opposition* to a Request for Review.

It is not a mere oversight that Section 102.71 omits any right to submit an opposition to a Request for Review of a dismissal issued without a hearing. In fact, dismissal of a petition *following* a hearing is governed by a different rule, Section 102.67, which provides for both a Request for Review *and* an opposition by any other party. Clearly, opposition to a Request for Review is permitted under Section 102.67

where a representation petition is dismissed following a hearing; but in the instant case, governed by Section 102.71, there is no right to file opposition.<sup>1</sup>

Accordingly, CWA's Statement should be stricken and should not be considered by the Board. Alternatively, in the Board chooses to accept CWA's Statement, the Employer respectfully requests that the Board consider this Memorandum in reply to certain points raised in the Statement.

**B. CWA's "Standing" Argument is Specious.**

CWA's contention that the Employer lacks "standing" to seek review of the Regional Director's Order is both unsupported by any authority and has no factual basis.

CWA attempts to avoid Board review by asserting that the Employer, Cablevision Systems Corporation, "no longer exists." CWA Statement, at 8. In support of that contention CWA offers nothing more than what purports to be a random, unauthenticated article off the internet stating that the Cablevision name has been "retired." It is, of course, undisputed, as CWA states, that the Employer was acquired by Altice N.V., pursuant to an agreement of merger entered into on or about September 16, 2015. Notwithstanding the use or non-use of the Cablevision name, the fact is that a subsidiary of Altice acquired and has retained "Cablevision Systems Corporation" as a subsidiary after the acquisition. *See* Securities and Exchange Commission Form 8-K, Item 1.01, dated September 16, 2015, attached hereto.

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<sup>1</sup> As demonstrated in the Employer's Request for Review, among the Regional Director's errors was her decision to refuse to reinstate the Petition without conducting a hearing. *Req. Rev.* at 27 ff. The Regional Director then compounded that error: in describing the parties' right to request review, the Regional Director erroneously cited Section 102.67 of the Board rules (November 23 Order, at 10), which is manifestly inapplicable where no hearing has been conducted.

In short, CWA's claim that Cablevision Systems Corporation, named in the Regional Director's Order under review and in all of the Board proceedings to date, "no longer exists," is simply wrong. Moreover, even if that entity had been dissolved, CWA acknowledges, and it is undisputed, that Altice USA succeeded to the recognition of CWA and bargained changes to the collective bargaining agreement (CWA Statement, at 5), so the acquisition is of no moment whatsoever *vis-à-vis* the instant proceeding. Accordingly, CWA's "standing" argument is frivolous and should not in any manner interfere with the Board's review of the Regional Director's Order.

**C. CWA'S Arguments Do Not Support the Regional Director's Refusal to Reinstate the Petition**

In its ongoing and stubborn attempt to prevent the bargaining unit employees from exercising their right to vote pursuant to the Petition on continued representation by the CWA – a right they have been denied for well over two years – CWA, like the Regional Director, ignores settled principles of Board law.

First, CWA's reliance on various unfair labor practices *allegedly* committed by the Employer is seriously misplaced. Significantly, and what CWA fails to admit, *none* of the cases cited by CWA involve decisions of the Board finding that unfair labor practices were committed. They involve, at most, unreviewed decisions of Administrative Law Judges. And as discussed in the Employer's Request for Review (Req. Rev., at 17-27), CWA's reliance on these cases is unavailing because an unreviewed decision of an Administrative Law Judge "is not binding authority." *St. Vincent Medical Center*, 339 NLRB 888, 888 (2003), *remanded on other grounds*, 463 F.3d 909 (9<sup>th</sup> Cir. 2006); *HealthBridge Management, LLC*, 362 NLRB No. 33, slip op. at

1, fn. 3 (2015); see also *Caterpillar, Inc.*, 332 NLRB 1116, 1116 (2000); *Associated Builders and Contractors, Inc.*, 333 NLRB 955, 955, fn. 3 (2001) (“When the Board vacates a decision or portion of a decision pursuant to a settlement, ... the vacated portion of the decision has no preclusive effect on the parties”; citing *Caterpillar, Inc.*).

Thus, when CWA agreed to withdraw all of the allegations underlying the ALJ decisions it cites, it did indeed vitiate the recommended conclusions and the factual findings upon which those recommendations were based. CWA’s recitation of the “serious unfair labor practices” committed by the Employer, therefore, is entirely unavailing.

Additionally, contrary to CWA’s assertion, applying these settled principles of Board law to negate the Regional Director’s reliance on these withdrawn unfair labor practice allegations works no “unfairness” whatsoever to CWA. The Board made clear in *TruServ Corp.*, 349 NLRB 227, 232 (2007) that “after the unfair labor practice case [on the basis of which the decertification petition was dismissed] has been settled, the decertification petition can be processed and an election can be held.” *Id.* In view of the clarity of the Board’s holding in *TruServ*, CWA’s “fairness” argument amounts to nothing more than an “ignorance of the law” excuse. Surely one of the largest and most sophisticated labor organizations in the country, represented by highly experienced labor counsel, knew or should have known, before entering into the settlement of the unfair labor practice charges, that *TruServ* would allow the Petition to be reinstated.<sup>2</sup> To carry out the mandate of *TruServ* may not be to CWA’s liking, but is

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<sup>2</sup> Indeed counsel for CWA trumpets her experience, in CWA’s desperate attempt to distinguish *TruServ*, when she urges the Board to rely upon her own self-serving description of what she claims to be Board practice. (CWA Statement, at 12 fn. 10).

not unfair in any respect.

**D. CONCLUSION**

For the forgoing reasons, and based on the entire record in this case, the CWA's Statement in Opposition to the Employer's Request for Review of the Regional Director's November 23 Order and Decision denying reinstatement of the Petition should be stricken. Alternatively, the Request for Review should be granted and the Regional Director's Order and Decision should be overturned.

Dated: January 31, 2017 at  
New York, New York

Respectfully submitted,

KAUFF MCGUIRE & MARGOLIS LLP  
Counsel for the Employer  
Cablevision Systems Corp.

By: /s/Kenneth A. Margolis  
Kenneth A. Margolis

950 Third Avenue - Fourteenth Floor  
New York, NY 10022  
(212) 644-1010

**CERTIFICATION OF SERVICE BY E-FILING & ELECTRONIC MAIL**

The undersigned, an attorney admitted to practice before the Courts of the State of New York, affirms under penalty of perjury, that, on January 31, 2017, he caused a true and correct copy of the attached Motion to Strike Opposition to Request for Review on Behalf of Cablevision Systems Corp. to be served upon the Regional Director, counsel for the Communication Workers of America, and Petitioner, by electronic mail, pursuant to the Board's e-filing rules at the following addresses designated by each party for this purpose, respectively:

Kathy Drew-King  
NLRB Region 29  
Two Metro Tech Center  
100 Myrtle Avenue, 5<sup>th</sup> Floor  
Brooklyn, New York 11201-4201  
KathyDrew.King@NLRB.gov  
(Regional Director)

Tiffany Oliver  
969 East 102d Street  
Brooklyn, New York 11236  
tmoliver80@hotmail.com  
(Petitioner)

Gabrielle Semel, District Counsel  
Legal Department, CWA District 1  
230 Park Place, 5B  
Brooklyn, New York 11238  
ggsemel@gmail.com  
(Counsel for CWA)

Dated: January 31, 2017 at  
New York, New York

/s/ Kenneth A. Margolis  
Kenneth A. Margolis

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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): September 16, 2015**

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**CABLEVISION SYSTEMS CORPORATION**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**No. 1-14764**  
(Commission  
File Number)

**No. 11-3415180**  
(IRS Employer  
Identification Number)

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**CSC HOLDINGS, LLC**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**No. 1-9046**  
(Commission  
File Number)

**No. 27-0726696**  
(IRS Employer  
Identification Number)

**1111 Stewart Avenue**  
**Bethpage, New York**  
(Address of principal executive offices)

**11714**  
(Zip Code)

**Registrant's telephone number, including area code: (516) 803-2300**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 16, 2015, Cablevision Systems Corporation, a Delaware corporation ("Cablevision"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among Altice N.V., a public company with limited liability (naamloze vennootschap) under Dutch law ("Altice"), Neptune Merger Sub Corp., a Delaware corporation and a wholly-owned subsidiary of Altice ("Merger Sub"), and Cablevision. Pursuant to the Merger Agreement, Merger Sub will be merged with and into Cablevision (the "Merger"), with Cablevision surviving as a wholly-owned subsidiary of Altice.

In connection with the Merger, each outstanding share of the Cablevision NY Group Class A common stock, par value \$0.01 per share ("Class A Shares"), and Cablevision NY Group Class B common stock, par value \$0.01 per share ("Class B Shares"), and together with the Class A Shares, the "Shares", other than Shares owned by Cablevision, Altice or any of their respective wholly-owned subsidiaries, in each case not held on behalf of third parties in a fiduciary capacity, and Shares that are owned by stockholders who have perfected and not withdrawn a demand for appraisal rights, will be converted into the right to receive \$34.90 in cash, without interest (the "Per Share Merger Consideration").

As described under Item 5.07 below, following the execution of the Merger Agreement, on September 16, 2015, the holders of Shares representing a majority of all votes entitled to be cast in the matter executed and delivered to Cablevision and Altice a written consent (the "Written Consent") adopting the Merger Agreement. As a result, the stockholder approval required to consummate the Merger has been obtained and no further action by Cablevision's stockholders in connection with the Merger is required. Cablevision will file with the SEC, as promptly as reasonably practicable, and mail to its stockholders, an information statement describing the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement.

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The completion of the Merger is subject to certain customary conditions, including, among others, (i) the adoption of the Merger Agreement by the holders of Shares representing a majority of all votes entitled to be cast in the matter (which condition has been satisfied as described above and below in Item 5.07), (ii) expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, (iii) adoption and release of an order by the Federal Communications Commission granting any required consent to the transfer of control of Cablevision's subject licenses, (iv) the conclusion of a review by the Committee on Foreign Investment in the United States ("CFIUS approval") pursuant to Section 721 of Title VII of the Defense Production Act of 1950, as amended by the Foreign Investment and National Security Act of 2007, (v) the receipt of certain approvals from state and local public utility commissions and under certain state and local franchise ordinances and agreements, and (vi) other customary closing conditions, including (a) the accuracy of each party's representations and warranties (subject to customary materiality qualifiers) and (b) each party's compliance with its obligations and covenants contained in the Merger Agreement. Completion of the Merger is expected to occur in the first half of 2016. The Merger is not subject to a financing condition, and Altice has procured financing commitments for the debt and equity components of the purchase price and related costs.

Each of Cablevision, Altice and Merger Sub also has agreed to use reasonable best efforts to take all actions to consummate the Merger as soon as a practicable, including to obtain any required regulatory approvals Altice is required to obtain in connection with the transactions contemplated hereby or the Closing, except that none of Altice, Cablevision or any of their affiliates is required, as a condition to obtaining CFIUS approval, to agree to terms and conditions that would prevent Altice from exercising effective management and control over any material portion of the business of Cablevision and its subsidiaries.

The Merger Agreement contains certain customary termination rights, including the right for each of Cablevision and Altice to terminate the Merger Agreement if the Merger is not consummated by September 16, 2016 (subject to extension if either Cablevision or Altice determines additional time is necessary to obtain certain government approvals, however, not to a date beyond December 16, 2016), or in the event of an uncured material breach of any representation, warranty, covenant or agreement such that the conditions to closing would not be satisfied.

The representations, warranties and covenants of Cablevision contained in the Merger Agreement have been made solely for the benefit of Altice and Merger Sub. In addition, such representations, warranties and covenants (a) have been made only for purposes of the Merger Agreement, (b) have been qualified by confidential disclosures made to Altice and Merger Sub in connection with the Merger Agreement, (c) are subject to materiality qualifications contained in the Merger Agreement that may differ from what may be viewed as material by investors and (d) have been included in the Merger Agreement for the purpose of allocating risk among the contracting parties rather than establishing matters as facts. Accordingly, the Merger Agreement is included with this filing only to provide investors with information regarding the terms of the Merger Agreement, and not to provide investors with any other factual information regarding Cablevision or its business. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Merger Agreement, which

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subsequent information may or may not be fully reflected in Cablevision's public disclosures. The Merger Agreement should not be read alone, but should instead be read in conjunction with the other information regarding Cablevision that is or will be contained in, or incorporated by reference into, the Form 10-K, Forms 10-Q and other documents that Cablevision files with the Securities and Exchange Commission ("SEC").

The foregoing description of the Merger Agreement, the Merger and the transactions contemplated by the Merger Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement attached hereto as Exhibit 2.1, which is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 16, 2015, the Board of Directors of Cablevision, having determined that it was in the best interests of Cablevision and its stockholders to amend the bylaws of Cablevision, by resolution authorized, approved and adopted an amendment to Cablevision's bylaws (the "Bylaw Amendment") that became effective on September 16, 2015. The Bylaw Amendment became effective upon the date of the Merger Agreement.

The Bylaw Amendment provides that, unless the Board of Directors of Cablevision, acting on behalf of Cablevision, consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the United States District Court for the District of Delaware) will be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Cablevision, (ii) any action asserting a claim of breach of a fiduciary duty owed by any stockholder, director, officer or other employee of Cablevision to Cablevision or its stockholders, (iii) any action asserting a claim against Cablevision or any of its stockholders, directors, officers or other employees arising pursuant to any provision of the General Corporation Law of the State of Delaware, the certificate of incorporation or the bylaws (in each case, as may be amended from time to time), (iv) any action asserting a claim against Cablevision or any of its stockholders, directors, officers or other employees governed by the internal affairs doctrine, or (v) any action, suit or proceeding regarding indemnification or advancement or reimbursement of expenses arising out of the certificate of incorporation, these bylaws or otherwise, in all cases to the fullest extent permitted by law.

The foregoing description is qualified in its entirety by reference to the text of the Bylaw Amendment, which is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On September 16, 2015, the holders of 45,226,670 Class B Shares, constituting approximately 59.19% of the voting power of the outstanding Shares, voting together as a single class, executed the Written Consent adopting the Merger Agreement. No further approval of the stockholders of Cablevision is required to adopt the Merger Agreement. Cablevision will prepare and file with the SEC, and thereafter mail to its stockholders, an information statement describing the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement.

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**Item 8.01 Other Events**

On September 17, 2015, Cablevision issued a press release announcing its entry into the Merger Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K and the other documents referenced therein may contain certain “forward-looking statements” (including “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995) with respect to the financial condition, results of operations and business of Cablevision and certain plans and objectives of the Board of Directors of the Cablevision. All statements other than statements of historical or current facts included in this Current Report on Form 8-K are forward-looking statements. Forward-looking statements often use words such as “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe”, “will”, “may”, “should”, “would”, “could” or other words or terms of similar meaning. Such statements are based upon our current beliefs and expectations and are subject to significant risks and uncertainties. Actual results may vary materially from those set forth in the forward-looking statements.

Although Cablevision believes the expectations contained in its forward-looking statements are reasonable, it can give no assurance that such expectations will prove correct. Such risks and uncertainties include: risks and uncertainties related to the proposed transaction with Altice and Merger Sub including, but not limited to: the expected timing and likelihood of completion of the pending merger, including the timing, receipt and terms and conditions of any required governmental approvals of the pending merger that could cause the parties to abandon the transaction, the state of the credit markets generally and the availability of financing, the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, the risk that the parties may not be able to satisfy the conditions to the proposed merger in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the proposed merger, the risk that any announcements relating to the proposed merger could have adverse effects on the market price of Cablevision’s common stock, and the risk that the proposed transaction and its announcement could have an adverse effect on the ability of Cablevision to retain and hire key personnel and maintain relationships with its suppliers and customers, and on its operating results and businesses generally. Cablevision undertakes no obligation to correct or update any forward-looking statements, whether as a result of new information, future events or otherwise. Additional information on factors that may affect the business and financial results of Cablevision can be found in the filings of Cablevision made from time to time with the SEC. Unless indicated otherwise, the terms “Cablevision,” “Company,” “we,” “us,” and “our” each refer collectively to Cablevision Systems Corporation and its subsidiaries.

**ADDITIONAL INFORMATION AND WHERE TO FIND IT**

This communication is being made in respect of the proposed Merger involving Cablevision and Altice. Cablevision will prepare an information statement for its stockholders containing the information with respect to the Merger specified in Schedule 14C promulgated under the Exchange Act and describing the proposed Merger. When completed, a definitive information statement will be mailed to Cablevision’s stockholders. INVESTORS ARE URGED TO

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CAREFULLY READ THE INFORMATION STATEMENT REGARDING THE PROPOSED MERGER AND ANY OTHER RELEVANT DOCUMENTS IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. These documents will be available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, documents will also be available for free on Cablevision's website at [www.cablevision.com](http://www.cablevision.com).

**Item 9.01 Exhibits.**

(d) Exhibits

- 2.1 Agreement and Plan of Merger, dated as of September 16, 2015, among Cablevision Systems Corporation, Altice N.V. and Neptune Merger Sub Corp.
- 3.1 Bylaw Amendment, dated September 16, 2015.
- 99.1 Cablevision Systems Corporation press release, dated September 17, 2015.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cablevision Systems Corporation  
(Registrant)

By: /s/ Brian G. Sweeney  
Name: Brian G. Sweeney  
Title: President and Chief Financial Officer

Dated: September 16, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CSC HOLDINGS, LLC  
(Registrant)

By: /s/ Brian G. Sweeney  
Name: Brian G. Sweeney  
Title: President and Chief Financial Officer

Dated: September 16, 2015

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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