

EchoStar CORP
Form 10-K/A
March 16, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K/A
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____.
Commission file number: 001-33807
EchoStar Corporation
(Exact name of registrant as specified in its charter)**

Nevada
(State or other jurisdiction of incorporation or organization)

26-1232727
(I.R.S. Employer Identification No.)

**90 Inverness Circle E.
Englewood, Colorado**
(Address of principal executive offices)

80112
(Zip Code)

Registrant's telephone number, including area code: (303) 706-4000
Securities registered pursuant to Section 12(b) of the Act:

| | |
|---|--------------------------------------|
| Title of Each Class | Name of Exchange on Which Registered |
| Class A common stock, \$0.001 par value | The Nasdaq Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Accelerated filer

Large accelerated
filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting
company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Yes No

As of June 30, 2008, the aggregate market value of Class A common stock held by non-affiliates of the Registrant was \$1.3 billion based upon the closing price of the Class A common stock as reported on the Nasdaq Global Select Market as of the close of business on that date.

As of February 20, 2009, the Registrant's outstanding common stock consisted of 38,919,198 shares of Class A common stock and 47,687,039 shares of Class B common stock, each \$0.001 par value.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated into this Form 10-K by reference:

Portions of the Registrant's definitive Proxy Statement to be filed in connection with its 2009 Annual Meeting of Shareholders are incorporated by reference in Part III.

TABLE OF CONTENTS

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

SIGNATURES

EX-23.1

EX-31.1

EX-31.2

EX-32.1

EX-32.2

EX-99.3

Table of Contents

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Included as Exhibit 99.3 to this Form 10-K/A are the consolidated financial statements and related footnotes (collectively, the financial statements) of the company s noncontrolled affiliate, TerreStar Corporation (TerreStar). We are required to include the TerreStar financial statements in Form 10-K/A due to TerreStar meeting certain tests of significance under SEC Rule S-X 3-09. The financial statements are prepared by TerreStar in accordance with generally accepted accounting principles (GAAP). The management of TerreStar is solely responsible for the form and content of the TerreStar financial statements. We have no responsibility for the form or content of the TerreStar financial statements since we do not control TerreStar and are not involved in the day-to-day management of TerreStar.

Table of Contents

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(3) Exhibits

Item 15 on pages 62 through 66 of the Annual Report on Form 10-K for the fiscal year ended December 31,2008 is amended by the addition of the following exhibits:

- 23.1 Consent of Independent Registered Public Accounting Firm.

 - 31.1 Section 302 Certification by Chairman, President and Chief Executive Officer.

 - 31.2 Section 302 Certification by Executive Vice President and Chief Financial Officer.

 - 32.1 Section 906 Certification by Chairman, President and Chief Executive Officer.

 - 32.2 Section 906 Certification by Executive Vice President and Chief Financial Officer.

 - 99.3 Audited Consolidated Financial Statements of TerreStar Corporation
-

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EHOSTAR CORPORATION

By: */s/ Bernard L. Han*
Bernard L. Han
Executive Vice President, and Chief
Financial Officer

Date: March 16, 2009

3