

DISH Network CORP
Form 8-K
September 25, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 8-K
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 24, 2009

DISH NETWORK CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA (State or other jurisdiction of incorporation)	0-26176 (Commission File Number)	88-0336997 (IRS Employer Identification No.)
9601 SOUTH MERIDIAN BLVD. ENGLEWOOD, COLORADO (Address of principal executive offices)	(303) 723-1000 (Registrant's telephone number, including area code)	80112 (Zip Code)

DISH DBS CORPORATION

(Exact name of registrant as specified in its charter)

COLORADO (State or other jurisdiction of incorporation)	333-31929 (Commission File Number)	84-1328967 (IRS Employer Identification No.)
9601 SOUTH MERIDIAN BLVD. ENGLEWOOD, COLORADO (Address of principal executive offices)	(303) 723-1000 (Registrant's telephone number, including area code)	80112 (Zip Code)

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))

Item 8.01 Other Events

On September 24, 2009, DISH Network Corporation (NASDAQ: DISH) announced that its subsidiary, DISH DBS Corporation, priced an offering of \$400 million aggregate principal amount of debt securities at an issue price of 101.750%. The debt securities will be issued as 7.875% Senior Notes due 2019. The Senior Notes are being offered as additional notes under an indenture, dated as of August 17, 2009, pursuant to which DISH DBS Corporation issued \$1 billion aggregate principal amount of such 7.875% Senior Notes on August 17, 2009. The Senior Notes offered by DISH DBS Corporation in this offering and the Senior Notes previously issued under the indenture will be treated as a single class of debt securities under the indenture. The net proceeds of the offering are intended to be used for general corporate purposes.

The offering is expected to close on October 5, 2009, subject to customary conditions.

DISH DBS Corporation placed the notes in a private placement under Rule 144A and Regulation S under the Securities Act of 1933, as amended (the Securities Act). The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Certain statements incorporated herein by reference may be forward-looking statements, which may involve a number of risks and uncertainties that could cause actual events or results to differ materially from those described. Neither DISH Network Corporation nor DISH DBS Corporation undertake any obligation to update forward-looking statements.

See Press Release, dated September 24, 2009, DISH Network Places Offering of \$400 Million in Senior Notes attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit 99.1 Press Release DISH Network Places Offering of \$400 Million in Senior Notes dated September 24, 2009

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

DISH NETWORK CORPORATION
DISH DBS CORPORATION

Date: September 25, 2009

By: /s/ R. Stanton Dodge
R. Stanton Dodge
Executive Vice President, General
Counsel and
Secretary

EXHIBIT INDEX

Exhibit 99.1 Press Release DISH Network Places Offering of \$400 Million in Senior Notes dated
September 24, 2009