

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

DISH NETWORK CORPORATION

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Incentive Stock Options to Purchase Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

25470M109

(CUSIP Number of Class of Securities)

R. Stanton Dodge

Executive Vice President, General Counsel and Secretary

DISH Network Corporation

9601 S. Meridian Boulevard

Englewood, Colorado 80112

(303) 723-1000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

Copies to:

Scott D. Miller

Sullivan & Cromwell LLP

1870 Embarcadero Road

Palo Alto, California 94303

(650) 461-5600

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$68,149,793.13	\$4,859.08

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 6,855,272 shares of common stock of DISH Network Corporation, representing all of the incentive stock options eligible for the exchange offer, having an aggregate value of \$68,149,793.13 as of January 12, 2010 will be submitted pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$71.30 per million dollars of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$4,859.08

Filing Party: DISH Network Corporation

Form or Registration No.: 005-46313

Date Filed: January 19, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)



This Amendment No. 2 (“*Amendment No. 2*”) on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on January 19, 2010 by DISH Network Corporation (the “*Company*”), as amended by Amendment No. 1 (as amended, the “*Schedule TO*”), in connection with the Company’s offer to adjust the exercise price of certain incentive stock options to purchase shares of the Company’s Class A common stock, par value \$0.01 per share, by decreasing the exercise price, upon the terms and subject to the conditions set forth in the Offer to Adjust Certain Incentive Stock Options, as amended or supplemented (the “*Offer to Exchange*”) and the related Election Form for the Offer to Exchange (the “*Election Form*”). This Amendment No. 2 is being filed in order to file as Exhibit (a)(1)(xiii) to the Schedule TO an e-mail communication regarding the Offer to Exchange.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 2 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated, and unaffected items and exhibits are not included herein.

SIGNATURE

After due 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.

Dated: February 4, 2010

By: /s/ Robert E. Olson

Name: Robert E. Olson

Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)*	Amended Offer to Adjust Certain Incentive Stock Options, dated January 19, 2010
(a)(1)(ii)*	E-mail from Stephen Wood, Executive Vice President, dated November 20, 2009 Announcing the Offer to Exchange.
(a)(1)(iii)*	E-mail from Stephen Wood, Executive Vice President, dated January 19, 2010 Announcing the Commencement of the Offer to Exchange
(a)(1)(iv)*	E-mail from OptionExchange@dishnetwork.com dated January 19, 2010 Providing the Offer to Exchange Election Form
(a)(1)(v)*	Offer to Exchange Election Form
(a)(1)(vi)*	Form of Election Confirmation E-mail to Eligible Employees who Properly Submit an Offer to Exchange Election Form
(a)(1)(vii)*	Form of Auto-Reply to E-mail Messages Sent to Stock.Options@dishnetwork.com
(a)(1)(viii)*	Form of Auto-Reply to E-mail Messages Sent to OptionExchange@dishnetwork.com
(a)(1)(ix)*	Form of Reminder E-mail to Eligible Employees Regarding the Offer to Exchange
(a)(1)(x)	Annual Report for the fiscal year ended December 31, 2008 (incorporated by reference to Form 10-K filed with the Securities and Exchange Commission on March 2, 2009, Commission File No. 000-26176)
(a)(1)(xi)	Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009 (incorporated by reference to Form 10-Q filed with the Securities and Exchange Commission on November 9, 2009, Commission File No. 000-26176)
(a)(1)(xii)*	E-mail from OptionExchange@dishnetwork.com, dated January 29, 2010 providing a description of the changes made in the Amended Offer to Adjust Certain Incentive Stock Options, dated January 19, 2010
(a)(1)(xiii)	E-mail from Stephen Wood, Executive Vice President, dated February 3, 2010 regarding the Offer to Exchange
(a)(2)	Not applicable
(a)(3)	Not applicable
(a)(4)	Not applicable
(b)	Not applicable
(d)(1)	Amended and Restated DISH Network Corporation 1995 Stock Incentive Plan (incorporated by reference to the Definitive Proxy Statement on Form 14A filed on March 31, 2009, Commission File No. 000-26176)
(d)(2)	Amended and Restated DISH Network Corporation 1999 Stock Incentive Plan (incorporated by reference to the Definitive Proxy Statement on Form 14A filed on March 31, 2009, Commission File No. 000-26176)
(d)(3)	DISH Network Corporation 2009 Stock Incentive Plan (incorporated by reference to the Definitive Proxy Statement on Form 14A filed on March 31, 2009, Commission File No. 000-26176)
(d)(4)	Incentive Stock Option Agreement (Form A) (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of DISH Network filed July 7, 2005, Commission File No. 000-26176)
(d)(5)	Incentive Stock Option Agreement (Form B) (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K of DISH Network filed July 7, 2005, Commission File No. 000-26176)
(d)(6)	Incentive Stock Option Agreement (1999 Long-Term Incentive Plan) (incorporated by reference to Exhibit 99.5 to the Current Report on Form 8-K of DISH Network filed July 7, 2005, Commission File No. 000-26176)
(g)	Not applicable
(h)	Not applicable

* Previously filed.

E-mail from Stephen Wood, Executive Vice President Regarding the Offer to Exchange

Date: February 3, 2010

From: Stephen Wood

Re: FW: Launch of Offer to Exchange

Folks—

Options Exchange records indicate you have not yet responded to the offer (below) to exchange your options. The election period ends on February 17th. If you wish to avail yourself of this opportunity you will need to do so affirmatively—there is no need to inform me of your actual decision; I just wanted to make sure the deadline does not pass you by inadvertently. If you have questions, or believe you have responded, the applicable email address and telephone number are in the final paragraph of the message below.

Thanks—hope all is well!!

Stephen

From: Wood, Stephen

Sent: Tuesday, January 19, 2010 4:30 PM

To: Wood, Stephen

Subject: Launch of Offer to Exchange

Date: January 19, 2010

To: DISH Employees with DISH Stock Options

From: Stephen Wood, EVP

Re: Launch of Offer to Exchange

IMPORTANT — PLEASE READ IMMEDIATELY.

We are pleased to announce the launch of this Offer to Exchange. This Offer to Exchange commences now and closes at 6:00 p.m. (Mountain Time), on February 17, 2010, unless extended in accordance with the Offer to Exchange. As you may be eligible to participate, please read the attached “Offer to Exchange” and “Schedule TO” (collectively, the “Offering Materials”), as they contain the rules, procedures and other information related to this Offer to Exchange. The Offering Materials also contain a list of “Questions & Answers” that you may find helpful.

On November 6, 2009, the Board of Directors of DISH Network Corporation (“DISH”) declared a dividend of \$2.00 per share on its outstanding Class A and Class B common stock. The dividend was paid in cash on December 2, 2009 to shareholders of record on November 20, 2009. In light of such dividend, the Executive Compensation Committee of the Board of Directors, which administers our stock incentive plans, determined to adjust the exercise price of certain stock options issued under such plans held by eligible employees.

As discussed in the Offering Materials, only stock options that are “incentive stock options” require consent to effect the adjustment and therefore only those options will be eligible to participate in the Offer to Exchange. All other terms and conditions set forth in the applicable stock option agreement(s) for eligible incentive stock options, including without limitation, the vesting schedule and term will remain the same regardless of whether an eligible employee consents to an adjustment. The only change to affected stock option agreement(s) that will occur if an eligible employee consents to an adjustment will be the adjustment to the exercise price. All eligible non-qualified stock options will be adjusted by DISH without any action needed to be taken by the eligible employee.

Because an adjustment to the exercise price will cause our stock options that would be otherwise treated as incentive stock options for U.S. Federal income tax purposes to lose the benefit of the favorable tax treatment afforded to incentive stock options, we are seeking the consent of eligible employees who hold eligible incentive stock options

to adjust their exercise price. This Offer to Exchange only applies to incentive stock options because an adjustment of their exercise price will modify the tax treatment of such options, which requires the consent of the employee under their corresponding incentive stock option grant agreement(s). No such consent is required with respect to eligible non-qualified stock options because an adjustment of the exercise price will not affect the manner in which such options are treated for tax purposes.

By this Offer to Exchange, DISH is offering eligible employees that hold eligible incentive stock options through the expiration of the Offer to Exchange the opportunity to consent to an adjustment of the exercise price of their outstanding eligible incentive stock options that were granted on or before November 17, 2009, such that the exercise price of eligible incentive stock options will be adjusted by decreasing the exercise price by \$2.00 per share; provided, that the exercise price of eligible incentive stock options will not be reduced below \$1.00. Consent to the adjustment will result in your eligible incentive stock options losing the benefit of the favorable tax treatment afforded to incentive stock options and such stock options will be treated as non-qualified stock options following the adjustment. While the exercise price of eligible non-qualified stock options and eligible incentive stock options for which eligible employees have made valid adjustment elections will be adjusted promptly, Fidelity, our stock option administrator may require time to record these adjustments in the accounts of eligible employees. During the period in which accounts are being adjusted, we intend to suspend transactions involving both incentive stock options and non-qualified stock options. Therefore, during this period you will not be able to engage in certain transactions, including without limitation any exercise of your eligible incentive stock options.

Following receipt of this email, you will also receive via email (from OptionExchange@dishnetwork.com) an Election Form accompanied by instructions on how to properly complete and deliver to us your Election Form.

After reading the Offering Materials, the Election Form and accompanying instructions, if you have questions, you may send an e-mail to Stock.Options@dishnetwork.com, which is the preferred method, or call the Offer to Exchange information line at 1-877-270-6042. There is no need to reply to this email message.