

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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 Number)

100 Inverness Terrace East
Englewood, Colorado
(Address of Principal Executive Offices)

80112
(Zip Code)

DISH Network Corporation 2019 Stock Incentive Plan
Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan
(Full title of the plan(s))

Dean A. Manson
Chief Legal Officer and Secretary
EchoStar Corporation
100 Inverness Terrace East
Englewood, Colorado 80112
(Name and address of agent for service)

(303) 723-1000
(Telephone number, including area code, of agent for service)

Copies to:

Michelle B. Rutta
White & Case LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 819-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On December 31, 2023, pursuant to the terms of the Amended and Restated Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 2, 2023, by and among DISH Network Corporation, a Nevada corporation (“DISH Network”), EchoStar Corporation, a Nevada corporation (“EchoStar” or the “Registrant”), and EAV Corp., a Nevada corporation and a wholly owned direct subsidiary of EchoStar (“Merger Sub”), Merger Sub merged with and into DISH Network with DISH Network surviving the merger as a wholly owned subsidiary of EchoStar (the “Merger”).

At the effective time of the Merger, each outstanding DISH Option and DISH RSU Award (collectively, the “DISH Awards”) was converted into a corresponding EchoStar award with a right to receive a certain number of shares of EchoStar Class A common stock, par value \$0.001 per share (“EchoStar Class A Common Stock”), in accordance with the terms of the Merger Agreement. In addition, in connection with the Merger, EchoStar assumed the share reserve under each of the DISH Network Corporation 2019 Stock Incentive Plan and the Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan (collectively, the “DISH Plans”) to employees and directors who were employed by, or provided services to, DISH Network immediately prior to the effective time of the Merger.

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by the Registrant in connection with the registration of EchoStar Class A Common Stock issuable pursuant to awards that in the future may be granted under the DISH Plans.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in this Part I will be sent or given by the Registrant to employees, officers, directors, or others as specified by Rule 428(b)(i) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission, either as part of the Registration Statement or as prospectuses or prospectus supplement pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which have heretofore been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this Registration Statement:

- (a) the Registrant’s Annual Report on [Form 10-K for its fiscal year ended December 31, 2022, filed with the Commission on February 23, 2023](#), including the information specifically incorporated by reference into the Form 10-K from the Registrant’s [Definitive Proxy Statement on Schedule 14A filed with the Commission on March 14, 2023](#);
- (b) [the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, filed with the Commission on May 9, 2023](#);
- (c) [The Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023 filed, with the Commission on August 8, 2023](#);
- (d) [the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the Commission on November 6, 2023](#);
- (e) the Registrant’s Current Reports on Form 8-K filed with the Commission on [January 11, 2023](#), [March 23, 2023](#), [April 28, 2023](#), [August 8, 2023](#), [October 3, 2023](#), [November 13, 2023](#), [December 12, 2023](#) and [January 2, 2024](#) (other than portions of those documents deemed to be furnished and not filed); and
- (f) the description of EchoStar Class A Common Stock contained in [Exhibit 4.25](#) to the Registrant’s Annual Report on Form 10-K for its fiscal year ending December 31, 2019, filed with the Commission on February 20, 2020.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement on Form S-8 and prior to such time as the Registrant files a post-effective amendment to this Registration Statement on Form S-8, if any, that indicates that all securities offered hereby have been sold, or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing such documents.

Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the Commission is not deemed to be “filed” under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered “filed” under the Exchange Act or is to be incorporated by reference in this Registration Statement.

Item 6. Indemnification of Directors and Officers

Chapter 78.7502(1) of the Nevada Revised Statutes (“NRS”) allows EchoStar to indemnify any person made or threatened to be made a party to any action (except an action by or in the right of EchoStar, a “derivative action”), by reason of the fact that they are or were a director, officer, employee or agent of EchoStar, or are or were serving at the request of EchoStar as a director, officer, employee or agent of another corporation, against expenses including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if they acted in a good faith manner which they reasonably believed to be in or not opposed to the best interests of EchoStar, and, with respect to any criminal proceeding, had no reasonable cause to believe that their conduct was unlawful. Under NRS chapter 78.7502(2), a similar standard of care applies to derivative actions, except that indemnification is limited solely to expenses (including attorneys’ fees) incurred in connection with the defense or settlement of the action and court approval of the indemnification is required where the person is seeking advance payment of indemnifiable expenses prior to final disposition of the proceeding in question. Under NRS chapter 78.7502(3), decisions as to the payment of indemnification are made by a majority of the Board of Directors at a meeting at which a quorum of disinterested directors is present, or by written opinion of special legal counsel if a majority vote of a quorum consisting of disinterested directors so orders or if such a quorum cannot be obtained, or by the stockholders.

Provisions relating to liability and indemnification of officers and directors of EchoStar for acts by such officers and directors are contained in Article IX of the Articles of Incorporation of EchoStar as amended on January 25, 2008 and May 4, 2016, Exhibits 4.1 through 4.3 hereto, and Article IX of EchoStar’s Bylaws, Exhibits 4.4 and 4.5 hereto, which are incorporated by reference. These provisions state, among other things, that, consistent with and to the extent permitted by the NRS and upon the decision of a disinterested majority of EchoStar’s Board of Directors, or a written opinion of outside legal counsel in case a disinterested majority vote of the Board of Directors is not available (or even if a quorum of disinterested directors is obtainable, if such a quorum so directs), or EchoStar’s stockholders, that the applicable standard of conduct has been satisfied: (1) EchoStar shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of EchoStar) by reason of the fact that they are or were a director, officer, employee, fiduciary or agent of EchoStar, or are or were serving at the request of EchoStar as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of EchoStar, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful; and (2) EchoStar shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of EchoStar to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, fiduciary or agent of EchoStar, or is or was serving at the request of EchoStar as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of EchoStar and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have adjudged to be liable for negligence or misconduct in the performance of their duty to EchoStar unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Item 8. Exhibits

Exhibit Number	Description
4.1*	Articles of Incorporation of EchoStar Corporation (incorporated by reference to Exhibit 3.1 to Amendment No. 1 of EchoStar's Form 10 filed December 12, 2007).
4.2*	Amendment to the Articles of Incorporation of EchoStar Corporation (Incorporated by reference to Exhibit 3.1 to EchoStar's Current Report on Form 8-K filed January 25, 2008, Commission File No. 001-33807).
4.3*	Certificate of Amendment to Articles of Incorporation of EchoStar Corporation, dated as of May 4, 2016 (incorporated by reference to Exhibit 3.1 to EchoStar's Current Report on Form 8-K, filed May 5, 2016).
4.4*	Bylaws of EchoStar Corporation (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to EchoStar's Form 10 filed December 12, 2007).
4.5*	Amendment No.1 to Bylaws of EchoStar Corporation (incorporated by reference to Exhibit 3.1 to EchoStar's Current Report on Form 8-K filed January 2, 2024).
5.1	Opinion of Dean Manson as to the validity of the securities being registered.
23.1	Consent of KPMG LLP relating to EchoStar's financial statements.
23.2	Consent of KPMG LLP relating to DISH Network's financial statements.
23.3	Consent of Dean Manson (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (set forth on the signature page of this Registration Statement).
99.1*	DISH Network Corporation 2019 Stock Incentive Plan (incorporated by reference to the Definitive Proxy Statement on Schedule 14A of DISH Network Corporation filed on March 19, 2019).
99.2*	Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan (incorporated by reference to the Definitive Proxy Statement on Schedule 14A of DISH Network Corporation filed on March 19, 2021).
107	Filing Fee Table.

*Incorporated by reference.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dean A. Manson, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for such person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement, and amendments to this Registration Statement (including pre effective amendments and post effective amendments, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hamid Akhavan</u> Hamid Akhavan	President and Chief Executive Officer and Director (Principal Executive Officer)	January 2, 2024
<u>/s/ Paul W. Orban</u> Paul W. Orban	Executive Vice President and Chief Financial Officer, DISH (Principal Financial Officer and Principal Accounting Officer)	January 2, 2024
<u>/s/ Charles W. Ergen</u> Charles W. Ergen	Chairman	January 2, 2024
<u>/s/ Cantey M. Ergen</u> Cantey M. Ergen	Director	January 2, 2024
<u>/s/ Kathleen Q. Abernathy</u> Kathleen Q. Abernathy	Director	January 2, 2024,
<u>/s/ George R. Brokaw</u> George R. Brokaw	Director	January 2, 2024
<u>/s/ Stephen J. Bye</u> Stephen J. Bye	Director	January 2, 2024
<u>/s/ James DeFranco</u> James DeFranco	Director	January 2, 2024
<u>/s/ R. Stanton Dodge</u> R. Stanton Dodge	Director	January 2, 2024
<u>/s/ Lisa W. Hershman</u> Lisa W. Hershman	Director	January 2, 2024
<u>/s/ Tom A. Ortolf</u> Tom A. Ortolf	Director	January 2, 2024
<u>/s/ William D. Wade</u> William D. Wade	Director	January 2, 2024



January 2, 2024

EchoStar Corporation
100 Inverness Terrace East
Englewood, Colorado 80112
(303) 723-1000

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am Chief Legal Officer and Secretary of EchoStar Corporation, a Nevada corporation ("EchoStar"). I have acted as counsel in connection with the registration statement filed on Form S-8 (the "Registration Statement"), which EchoStar has filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the registration (the "Share Registration") of 17,169,102 shares (the "Shares") of Class A common stock, par value \$0.001 per share, of EchoStar (the "Class A Common Stock"), issuable under the DISH Network Corporation 2019 Stock Incentive Plan (the "2019 Plan") and the Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan (the "Nonemployee Director Plan").

I have reviewed originals, or copies certified or otherwise identified to my satisfaction as copies of originals, of the various proceedings taken by EchoStar to authorize the Share Registration, and I have examined such other agreements, instruments, documents and corporate records of EchoStar as I have deemed necessary or appropriate in order to deliver this opinion.

Upon the basis of such examination, I am of the opinion that, the Shares have been duly authorized, and, when and to the extent issued in accordance with all applicable terms and conditions set forth in the 2019 Plan or the Nonemployee Director Plan, as applicable, including payment in full to EchoStar of all consideration required therefor under the terms of the 2019 Plan or the Nonemployee Director Plan, as described in the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Act. This opinion speaks as of its date, and I undertake no obligation to update this opinion.

Very truly yours,

/s/ Dean A. Manson

Dean A. Manson
Chief Legal Officer and Secretary



KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 22, 2023, with respect to the consolidated financial statements of EchoStar Corporation, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Denver, Colorado
December 29, 2023



KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 22, 2023, with respect to the consolidated financial statements of DISH Network Corporation, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Denver, Colorado
December 29, 2023

CALCULATION OF FILING FEE

FORM S-8

(Form Type)

EchoStar Corporation

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee	
Equity	Class A Common Stock, par value \$0.001 per share, to be issued under the DISH Network Corporation 2019 Stock Incentive Plan	Rule 457(c) and Rule 457(h)	16,921,296 ⁽³⁾	\$14.61	\$247,220,135	.00014760	\$36,489.70	
Equity	Class A Common Stock, par value \$0.001 per share, to be issued under the Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan	Rule 457(c) and Rule 457(h)	247,806 ⁽⁴⁾	\$14.61	\$3,620,446	.00014760	\$534.38	
Total Offering Amounts								\$37,024.08
Total Fee Offsets								\$0.00
Net Fee Due								\$37,024.08

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (this "Registration Statement") shall also cover any additional shares of Class A common stock, par value \$0.001 per share ("Class A Common Stock") of EchoStar Corporation ("EchoStar" or the "Registrant") which become issuable under the DISH Network Corporation 2019 Stock Incentive Plan or the Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan (collectively, the "DISH Plans") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Class A Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act and is based upon the average of the high and low selling prices per share of the Class A Common Stock on December 26, 2023 (\$14.91 and \$14.30), as reported by the Nasdaq Global Select Market.
- (3) Represents 16,921,296 additional shares of Class A Common Stock, which are reserved for issuance under the DISH Network Corporation 2019 Stock Incentive Plan.
- (4) Represents 247,806 additional shares of Class A Common Stock, which are reserved for issuance under the Amended and Restated DISH Network Corporation 2001 Nonemployee Director Stock Option Plan.