

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): May 21, 2001

ECHOSTAR COMMUNICATIONS CORPORATION
(Exact name of registrant as specified in charter)

NEVADA (State or other jurisdiction of incorporation)	0-26176 (Commission File Number)	88-0336997 (IRS Employer Identification No.)
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5701 S. SANTA FE DRIVE LITTLETON, COLORADO (Address of principal executive offices)	80120 (Zip Code)
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Registrant's telephone number, including area code: (303) 723-1000

ITEM 5. OTHER EVENTS

EchoStar Communications Corporation ("EchoStar") announced on May 21, 2001 that it is offering \$1 billion aggregate principal amount of Convertible Subordinated Notes due 2008, in accordance with Securities and Exchange Commission Rule 144A.

SIGNATURES

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

ECHOSTAR COMMUNICATIONS CORPORATION

Dated: May 21, 2001

By: /s/ David K. Moskowitz

David K. Moskowitz,
Senior Vice President and General
Counsel

EXHIBITS INDEX

Exhibit -----	Description -----
99.1	Press Release, dated May 21, 2001, issued by EchoStar announcing \$1 billion Rule 144A Offering.

FOR IMMEDIATE RELEASE

CONTACT: Judianne Atencio
Director of Communications
EchoStar Communications Corp.
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ECHOSTAR COMMUNICATIONS CORPORATION ANNOUNCES \$1
BILLION RULE 144A OFFERING

LITTLETON, COLO., MONDAY, MAY 21, 2001 - EchoStar Communications Corporation (NASDAQ: DISH, DISHP) today announced that it is offering \$1 billion aggregate principal amount of Convertible Subordinated Notes due 2008, in accordance with Securities and Exchange Commission Rule 144A. The net proceeds of the offering are expected to be used for the construction, launch and insurance of additional satellites, strategic investments and acquisitions, and other general corporate purposes. The notes have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration under such Act or an applicable exemption from registration requirements.

STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995:

All statements contained herein, as well as statements made in press releases and oral statements that may be made by us or by officers, directors or employees acting on our behalf, that are not statements of historical fact constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Among the factors that could cause our actual results to differ materially are the following: a total or partial loss of one or more satellites due to operational failures, space debris or otherwise; delays in the construction of our seventh, eighth or ninth satellites; an unsuccessful deployment of future satellites; inability to settle outstanding claims with insurers; a decrease in sales of digital equipment and related services to international direct-to-home service providers; a decrease in DISH Network subscriber growth; an increase in subscriber turnover; an increase in subscriber acquisition costs; an inability to obtain certain retransmission consents; our inability to retain necessary authorizations from the FCC; an inability to obtain patent licenses from holders of intellectual property or redesign our products to avoid patent infringement; an increase in competition from cable as a result of digital cable or otherwise, direct broadcast satellite, other satellite system operators, and other providers of subscription television services; the introduction of new technologies and competitors into the subscription television business; a change in the regulations governing the subscription television service industry; the outcome of any litigation in which we may be involved; general business and economic conditions; and other risk factors described from time to time in our reports and statements filed with the Securities and Exchange Commission. In addition to statements that explicitly describe such risks and uncertainties, readers are urged to consider statements that include the terms "believes," "belief," "expects," "plans," "anticipates," "intends" or the like to be uncertain and forward-looking. All cautionary statements made herein should be read as being applicable to all forward-looking statements wherever they appear. In this connection, investors should consider the risks described herein and should not place undue reliance on any forward-looking statements.

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