

ECHOSTAR COMMUNICATIONS CORPORATION  
\$1,000,000,000  
5 3/4% CONVERTIBLE SUBORDINATED NOTES DUE 2008

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This prospectus supplement relates to the offer and sale from time to time by certain selling securityholders of our 5 3/4% Convertible Subordinated Notes due 2008 and the shares of our class A common stock into which the convertible notes are convertible.

This prospectus supplement should be read in conjunction with the prospectus dated January 25, 2002, and supplement no. 1 to the prospectus dated March 7, 2002, each of which is to be delivered with this prospectus supplement. The definitions for any capitalized terms used in this prospectus supplement are included in the prospectus.

SELLING SECURITYHOLDERS

The information in the table included under the heading "Selling Securityholders" in the prospectus is superceded in part by the information appearing in the following table:

PRINCIPAL AMOUNT OF CONVERTIBLE SHARES OF CLASS A NOTES BENEFICIALLY COMMON STOCK SHARES OF CLASS A OWNED AND OFFERED OWNED PRIOR TO COMMON STOCK NAME HEREBY THE OFFERING OFFERED HEREBY (1) -- ----- ----- ----- -----
----- Banc of America Securities LLC \$2,000,000 46,200
Jefferies and Company Inc. \$4,000,000 92,400 One Wall Street Partners L.P. \$14,000 323 PSAM Alegro Partners \$87,000 2,010
PSAM GPS Fund Ltd. \$76,000 1,756 PSAM GPS
Minneapolis TMA LLC \$26,000 601 PSAM GPS Texas LLC \$18,000 416
PSAM Panorama Fund Ltd. \$447,000 10,326 PSAM Worldarb Fund

Ltd. \$184,000  
4,250 PSAM  
Worldarb  
Partners L.P.  
\$135,000  
3,119  
Sagamore Hill  
Hub Fund Ltd.  
\$3,500,000  
80,850  
Spartan  
Partners L.P.  
\$200,000  
4,620 UBS  
Warburg LLC  
\$62,205,000  
1,436,937  
West Bay  
International  
Company  
\$296,000  
6,838 WSCI  
Limited  
Partnership  
L.P. \$517,000  
11,943 Other  
current and  
future  
holders of  
\$(353,088,360)  
(8,156,349)  
convertible  
notes (2)

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- (1) Assumes a conversion price of \$43.29 per share and the payment of cash in lieu of fractional shares.
  
  - (2) Information concerning other selling securityholders, including current holders of convertible notes for which we have not received current information regarding their holdings of convertible notes and class A common stock, or information reflecting transfers of their convertible notes and class A common stock to other selling securityholders, will be included in supplements to this prospectus, if required. For purposes of this table, we have assumed that such holders do not beneficially own any other shares of class A common stock, other than the shares issuable upon conversion of the convertible notes.

SEE "RISK FACTORS" BEGINNING ON PAGE 11 OF THE PROSPECTUS FOR CERTAIN RISKS YOU SHOULD CONSIDER BEFORE YOU PURCHASE ANY CONVERTIBLE NOTES OR SHARES OF CLASS A COMMON STOCK.

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Neither the SEC nor any state securities commission has approved or determined whether the prospectus or this prospectus supplement is truthful or complete. Nor have they made, nor will they make, any determination as to whether anyone should buy these securities. Any representation to the contrary is a criminal offense.

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The date of this prospectus supplement is April 9, 2002