

# 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. )

## 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\***

Not applicable

**Amount of Filing Fee\***

Not applicable

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

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: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

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)

Attached as Exhibit 99.1 to this Schedule TO is an e-mail communication sent on November 17, 2011 to eligible participants providing additional information relating to a planned exchange offer by DISH Network Corporation (the “Company” or “DISH”) as further described in Exhibit 99.1 (the “Exchange Program”).

This communication does not constitute an offer to holders of the Company’s outstanding stock options to exchange those stock options. The Company has the discretion to determine if and when to implement an Exchange Program.

**This filing on Schedule TO does not constitute an offer to holders of eligible stock options to exchange such stock options. The Exchange Program has not yet commenced. When the Exchange Program is commenced, DISH will file a Tender Offer Statement on Schedule TO with the SEC. Persons who are eligible to participate in the Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, as those materials will contain important information about the Exchange Program.**

**DISH stockholders and option holders will be able to obtain the written materials described above and other documents filed by DISH with the SEC free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by DISH with the SEC by directing a written request to: DISH Network Corporation, 9601 S. Meridian Boulevard, Englewood, Colorado 80112, Attention: Investor Relations.**

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## Item 12. Exhibits

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | E-mail communication sent to eligible participants on November 17, 2011. |

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Date: November 17, 2011  
To: DISH Employees with DISH Stock Options and DISH RSUs  
From: Stephen Wood, EVP Human Resources  
Re: Stock Option Exercise Price Adjustment and RSU Payment

On November 8, 2011, you received an email from me regarding a potential adjustment to the exercise price of certain DISH stock options and a potential payment on certain DISH restricted stock units ("RSUs"). The adjustment to decrease the exercise price of the stock options has been set at \$2.00 per share; *provided*, that the exercise price will not be reduced below \$1.00. The payment on the RSUs has been set at \$2.00 per RSU, and will be made shortly after such RSUs vest.

As discussed in my previous email, this adjustment will require a one-time voluntary exchange offer (the "Exchange") for eligible employees who hold eligible incentive stock options. We expect to launch the Exchange in December. We will communicate additional details via email to explain the Exchange and the procedures for participating.

**No stock options will be adjusted until completion of the Exchange, which will not occur until early 2012. If you exercise stock options before the completion of the Exchange, you will not benefit from any adjustment to the exercise price of those stock options. This includes the exercise of stock options during any open trading window before the completion of the Exchange.**

Please refer to my previous email on November 8, 2011, email [stock.options@dishnetwork.com](mailto:stock.options@dishnetwork.com) or call 1-855-256-0682 with any questions you may have.

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The Exchange described in this letter has not yet commenced. When the Exchange is commenced, DISH will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or the SEC. Persons who are eligible to participate in the Exchange should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Exchange.

DISH stockholders and stock option holders will be able to obtain the written materials described above and other documents filed by DISH with the SEC free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov) or by directing a written request to: DISH Network Corporation, 9601 S. Meridian Boulevard, Englewood, Colorado 80112, Attention: Investor Relations.

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