

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ECHOSTAR HOLDING CORPORATION

(Exact name of issuer as specified in its charter)

Nevada
(State or Other Jurisdiction of
Incorporation)

26-1232727
(I.R.S. Employer
Identification No.)

90 Inverness Circle E.
Englewood, Colorado 80112
(Address of principal executive offices)

EchoStar Holding Corporation 2008 Stock Incentive Plan
EchoStar Holding Corporation 2008 Employee Stock Purchase Plan
EchoStar Holding Corporation 2008 Nonemployee Director Stock Option Plan
EchoStar Holding Corporation 2008 Class B CEO Stock Option Plan
(Full title of Plans)

R. Stanton Dodge
Executive Vice President, General Counsel and Secretary
EchoStar Holding Corporation
90 Inverness Circle E.
Englewood, Colorado 80112
(303) 723-1000
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Plans/Title of Securities to be Registered(1)	Amount to be Registered	Proposed Maximum Offering Price Per Share(4)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, par value \$0.001 per share	20,610,000 shares	\$36.15	\$745,051,500	\$29,280.52

- (1) This Registration Statement (the "Registration Statement") registers the issuance of (i) 16,000,000 shares of Class A Common Stock, par value \$0.001 per share, of EchoStar Holding Corporation, a Nevada corporation ("Shares") that may be issued pursuant to the EchoStar Holding Corporation 2008 Stock Incentive Plan; (ii) 360,000 Shares that may be issued pursuant to the EchoStar Holding Corporation 2008 Employee Stock Purchase Plan; (iii) 250,000 Shares that may be issued pursuant to the EchoStar Holding Corporation 2008 Nonemployee Director Stock Option Plan; and (iv) 4,000,000 Shares that may be issued upon conversion of shares of Class B Common Stock, par value \$0.001 per share, of EchoStar Holding Corporation, a Nevada corporation, that may be issued pursuant to the EchoStar Holding Corporation 2008 Class B CEO Stock Option Plan.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the amount registered hereunder includes an indeterminate number of Shares that may be issued in accordance with the provisions of the above-referenced plans in connection with any anti-dilution provisions or in the event of any change in the outstanding Shares, including a stock dividend or stock split.
- (3) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined on the basis of the book value of a Share as of December 31, 2007 since there is no current market for the Shares offered.

TABLE OF CONTENTS

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Item 2. Registrant Information and Employee Plan Annual Information

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Item 4. Description of Securities

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Directors and Officers

Item 7. Exemption from Registration Claimed

Item 8. Exhibits

Item 9. Undertakings

SIGNATURES

POWER OF ATTORNEY

INDEX TO EXHIBITS

Opinion of R. Stanton Dodge

Consent of KPMG LLP - Denver, Colorado

Consent of KPMG LLP - San Francisco, California

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

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 Securities and Exchange Commission (the “SEC”) 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 Registration Statement on Form 10 (File No. 001-33807) filed with the SEC including the description of the Registrant’s Class A Common Stock, par value \$0.001 per share, described therein in the section entitled “Description of Our Capital Stock”, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 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 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 reports and documents.

Any statement contained in a document 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 in any subsequently-filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement on Form S-8.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The validity of the securities being registered hereunder is being passed upon for the Registrant by R. Stanton Dodge. Based on equity securities of EchoStar Communications Corporation held by Mr. Dodge on November 30, 2007, following the anticipated distribution of equity securities of the Registrant to equityholders of EchoStar Communications Corporation on January 1, 2008, Mr. Dodge is expected to own, directly and indirectly, 6,464 shares of the Registrant’s Class A Common Stock and exercisable options that include the right to acquire 6,000 additional shares of the Registrant’s Class A Common Stock within 60 days of November 30, 2007.

Table of Contents

Item 6. Indemnification of Directors and Officers

Chapter 78.7502(1) of the Nevada Revised Statutes allows the Registrant to indemnify any person made or threatened to be made a party to any action (except an action by or in the right of the Registrant, a “derivative action”), by reason of the fact that he is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant 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 him in connection with the action, suit or proceeding if he acted in a good faith manner which he reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. Under 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 chapter 78.751, decisions as to the payment of indemnification are made by a majority of the Board of Directors at a meeting at which quorum of disinterested director is present, or by written opinion of special legal counsel, or by the stockholders.

Provisions relating to liability and indemnification of officers and directors of the Registrant for acts by such officers and directors are contained in Article IX of the Articles of Incorporation of the Registrant, Exhibit 4.1 hereto, and Article IX of the Registrant’s Bylaws, Exhibit 4.2 hereto, which are incorporated by reference. These provisions state, among other things, that, consistent with and to the extent allowable under Nevada law, and upon the decision of a disinterested majority of the Registrant’s Board of Directors, or a written opinion of outside legal counsel, or the Registrant’s stockholders: (1) the Registrant 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 the Registrant) by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Registrant, or is or was serving at the request of the Registrant as a director, 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 him in connection with such action, suit or proceeding, if he conducted himself in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Registrant, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; and (2) the Registrant 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 the Registrant to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Registrant, or is or was serving at the request of the Registrant 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 him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Registrant 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 his duty to the Registrant 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 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Table of Contents

<u>Exhibit Number</u>	<u>Description</u>
4.1	Articles of Incorporation of EchoStar Holding Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.2	Bylaws of EchoStar Holding Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.3	EchoStar Holding Corporation 2008 Stock Incentive Plan (incorporated by reference to Exhibit 10.22 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.4	EchoStar Holding Corporation 2008 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.23 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.5	EchoStar Holding Corporation 2008 Nonemployee Director Stock Option Plan (incorporated by reference to Exhibit 10.24 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.6	EchoStar Holding Corporation 2008 Class B CEO Stock Option Plan (incorporated by reference to Exhibit 10.25 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
5.1	Opinion of R. Stanton Dodge (opinion re: legality)
23.1	Consent of R. Stanton Dodge (included in Exhibit 5.1 hereto)
23.2	Consent of KPMG LLP — Denver, Colorado
23.3	Consent of KPMG LLP — San Francisco, California
24	Power of Attorney (set forth on the signature page of this Registration Statement)

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering

Table of Contents

price set forth in the “Calculation of Registration Fee” table in the effective registration statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that:

- (A) paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by these paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; and
 - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.
 - (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant’s Annual Report pursuant to section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
-

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado on December 31, 2007.

ECHOSTAR HOLDING CORPORATION

By /s/ R. Stanton Dodge
Name: R. Stanton Dodge
Title: Executive Vice President, General Counsel and
Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints R. Stanton Dodge as the true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution and re-substitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including without limitation, post-effective amendments) or supplements thereto and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants unto the attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully as to all intents and purposes as the undersigned might or could do in person, thereby ratifying and confirming all that the attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Charles W. Ergen</u> Charles W. Ergen	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	December 31, 2007
<u>/s/ Bernard L. Han</u> Bernard L. Han	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 31, 2007
<u>/s/ Carl E. Vogel</u> Carl E. Vogel	Director, Vice Chairman of the Board and Advisor	December 31, 2007
<u>/s/ David K. Moskowitz</u> David K. Moskowitz	Director	December 31, 2007
<u>/s/ Michael T. Dugan</u> Michael T. Dugan	Director	December 31, 2007
<u>/s/ Steven R. Goodbarn</u> Steven R. Goodbarn	Director	December 31, 2007
<u>/s/ Tom A. Ortolf</u> Tom A. Ortolf	Director	December 31, 2007
<u>C. Michael Schroeder</u>	Director	

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	Articles of Incorporation of EchoStar (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.2	Bylaws of EchoStar (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.3	EchoStar Holding Corporation 2008 Stock Incentive Plan (incorporated by reference to Exhibit 10.22 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.4	EchoStar Holding Corporation 2008 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.23 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.5	EchoStar Holding Corporation 2008 Nonemployee Director Stock Option Plan (incorporated by reference to Exhibit 10.24 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
4.6	EchoStar Holding Corporation 2008 Class B CEO Stock Option Plan (incorporated by reference to Exhibit 10.25 to the Registrant's Registration Statement on Form 10 (File No. 001-33807)).
5.1	Opinion of R. Stanton Dodge (opinion re: legality)
23.1	Consent of R. Stanton Dodge (included in Exhibit 5.1 hereto)
23.2	Consent of KPMG LLP — Denver, Colorado
23.3	Consent of KPMG LLP — San Francisco, California
24	Power of Attorney (set forth on the signature page of this Registration Statement)

[ECHOSTAR HOLDING CORPORATION LETTERHEAD]

EchoStar Holding Corporation
90 Inverness Circle E.
Englewood, Colorado 80112

Re: Registration Statement on Form S-8 (the "Registration Statement")

Gentlemen:

I am Executive Vice President, Corporate Secretary and General Counsel of EchoStar Holding Corporation, a Nevada corporation formed in October 2007 (the "Company"), and have acted as such in connection with the authorization to issue up to: (i) 16,000,000 shares of the Company's Class A Common Stock, par value of \$0.001 per share (the "Common Shares"), issued or to be issued under the Company's 2008 Stock Incentive Plan (the "2008 Stock Plan"); (ii) 360,000 Common Shares issued or to be issued under the Company's 2008 Employee Stock Purchase Plan (the "2008 ESPP"); (iii) 250,000 Common Shares, issued or to be issued under the Company's 2008 Nonemployee Director Stock Option Plan (the "2008 Nonemployee Director Plan"); and (iv) 4,000,000 Common Shares that may be issued upon conversion of 4,000,000 shares of Class B Common Stock, par value \$0.001 per share, of EchoStar Holding Corporation issued or to be issued under the Company's 2008 Class B CEO Stock Option Plan (the "2008 CEO Plan") (the 2008 Stock Plan, 2008 ESPP, 2008 Nonemployee Director Plan and 2008 CEO Plan collectively referred to as the "Plans").

I have reviewed originals, or copies certified or otherwise identified to my satisfaction as copies of originals, of the various proceedings taken by the Company to effect such authorizations, and have examined such other agreements, instruments, documents and corporate records of the Company as I have deemed necessary or appropriate as a basis for the opinion hereinafter expressed.

Based upon the foregoing and having regard for such legal considerations as I deem relevant, I am of the opinion that the Common Shares of the Company issuable pursuant to the Plans have been duly authorized for issuance and will be legally issued, fully paid and non-assessable when issued as provided in the Plans.

I am admitted to practice only in the State of Colorado and do not purport to be an expert on the laws of any other jurisdiction other than the laws of the State of Colorado and Federal law.

I consent to the filing of this opinion as an exhibit to the Registration Statement relating to the Plans.

Very truly yours,

EchoStar Holding Corporation

/s/ R. Stanton Dodge

R. Stanton Dodge
Executive Vice President, Corporate Secretary and
General Counsel

Consent of Independent Registered Public Accounting Firm

The Board of Directors
EchoStar Holding Corporation:

We consent to incorporation by reference in the registration statement on Form S-8 of EchoStar Holding Corporation of our report dated, (i) November 6, 2007 with respect to the combined balance sheets of EchoStar Holding Corporation as of December 31, 2006 and 2005, and the related combined statements of operations and comprehensive income (loss), net investment, and cash flows for each of the years in the three-year period ended December 31, 2006, and (ii) our report dated December 12, 2007 with respect to the Statement of Net Assets to be Contributed by EchoStar Communications Corporation as of September 30, 2007, which appear in the registration statement on Form 10 Amendment No. 3 filed on December 28, 2007 with the SEC by EchoStar Holding Corporation.

Our report dated November 6, 2007 refers to the adoption of Statement of Financial Standards No. 123 R, *Share-Based Payment*.

KPMG LLP

/s/ KPMG LLP

Denver, Colorado
December 31, 2007

Consent of Independent Registered Public Accounting Firm

The Board of Directors
EchoStar Holding Corporation:

We consent to incorporation by reference in the registration statement on Form S-8 of EchoStar Holding Corporation of our report dated November 5, 2007 with respect to the consolidated balance sheets of Sling Media, Inc. and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations and other comprehensive income (loss), shareholders' equity, and cash flows for each of the years then ended and the period from inception (June 14, 2004) to December 31, 2004, which appears in the registration statement on Form 10 Amendment No. 3 filed on December 28, 2007 with the SEC by EchoStar Holding Corporation.

Our report refers to the adoption of Statement of Financial Standards No. 123 R, *Share-Based Payment*.

KPMG LLP

/s/ KPMG LLP

San Francisco, California
December 31, 2007