
UNITED STATES
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): September 24, 2009

DISH NETWORK CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation)

0-26176
(Commission File Number)

88-0336997
(IRS Employer
Identification No.)

9601 SOUTH MERIDIAN BLVD.
ENGLEWOOD, COLORADO
(Address of principal executive offices)

80112
(Zip Code)

(303) 723-1000
(Registrant's telephone number, including area code)

DISH DBS CORPORATION

(Exact name of registrant as specified in its charter)

COLORADO
(State or other jurisdiction of
incorporation)

333-31929
(Commission File Number)

84-1328967
(IRS Employer
Identification No.)

9601 SOUTH MERIDIAN BLVD.
ENGLEWOOD, COLORADO
(Address of principal executive offices)

80112
(Zip Code)

(303) 723-1000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On September 24, 2009, DISH Network Corporation (NASDAQ: "DISH") announced that its subsidiary, DISH DBS Corporation, priced an offering of \$400 million aggregate principal amount of debt securities at an issue price of 101.750%. The debt securities will be issued as 7.875% Senior Notes due 2019. The Senior Notes are being offered as additional notes under an indenture, dated as of August 17, 2009, pursuant to which DISH DBS Corporation issued \$1 billion aggregate principal amount of such 7.875% Senior Notes on August 17, 2009. The Senior Notes offered by DISH DBS Corporation in this offering and the Senior Notes previously issued under the indenture will be treated as a single class of debt securities under the indenture. The net proceeds of the offering are intended to be used for general corporate purposes.

The offering is expected to close on October 5, 2009, subject to customary conditions.

DISH DBS Corporation placed the notes in a private placement under Rule 144A and Regulation S under the Securities Act of 1933, as amended (the "Securities Act"). The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Certain statements incorporated herein by reference may be forward-looking statements, which may involve a number of risks and uncertainties that could cause actual events or results to differ materially from those described. Neither DISH Network Corporation nor DISH DBS Corporation undertake any obligation to update forward-looking statements.

See Press Release, dated September 24, 2009, "DISH Network Places Offering of \$400 Million in Senior Notes" attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit 99.1 Press Release "DISH Network Places Offering of \$400 Million in Senior Notes" dated September 24, 2009

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

DISH NETWORK CORPORATION
DISH DBS CORPORATION

Date: September 25, 2009

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

EXHIBIT INDEX

Exhibit 99.1 Press Release “DISH Network Places Offering of \$400 Million in Senior Notes” dated September 24, 2009

DISH Network Places Offering of \$400 Million in Senior Notes

ENGLEWOOD, Colo.—(BUSINESS WIRE)—September 24, 2009—DISH Network Corporation (NASDAQ: DISH) today announced that its subsidiary, DISH DBS Corporation, has priced an offering of \$400 million aggregate principal amount of debt securities at an issue price of 101.750%. The debt securities will be issued as additional 7.875% Senior Notes due 2019 under an indenture, dated August 17, 2009, pursuant to which DISH DBS Corporation issued \$1 billion aggregate principal amount of such 7.875% senior notes on August 17, 2009. The Senior Notes offered by DISH DBS Corporation in this offering and the Senior Notes previously issued under the indenture will be treated as a single class of debt securities under the indenture. The net proceeds of the offering are intended to be used for general corporate purposes.

The offering is expected to close on October 5, 2009, subject to customary conditions.

DISH DBS Corporation placed the notes in a private placement under Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the notes, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer solicitation or sale would be unlawful.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Except for historical information contained herein, the matters set forth in this press release are forward-looking statements. The forward-looking statements set forth above involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in DISH Network Corporation’s Disclosure Regarding Forward-Looking Statements included in its recent filings with the Securities and Exchange Commission, including its annual report on Form 10-K and its most recent quarterly report on Form 10-Q. The forward-looking statements speak only as of the date made, and DISH Network Corporation expressly disclaims any obligation to update these forward-looking statements.

About DISH Network

DISH Network Corporation (Nasdaq: DISH), the nation’s HD leader, provides approximately 13.610 million satellite TV customers as of June 30, 2009 with the highest quality programming and technology at the best value, including the lowest all-digital price nationwide. Customers have access to hundreds of video and audio channels, the most HD channels, the most international channels, state-of-the-art interactive TV applications, and award-winning HD and DVR technology including 1080p Video on Demand and the ViP((R)) 722 HD DVR, a CNET and PC Magazine “Editors’ Choice.” DISH Network is included in the Nasdaq-100 Index (NDX) and is a Fortune 250 company. Visit www.dishnetwork.com.

Contact:

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