



---

**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): January 19, 2006

**ECHOSTAR COMMUNICATIONS 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 S. MERIDIAN BLVD.  
ENGLEWOOD, COLORADO  
(Address of principal executive offices)

80112  
(Zip Code)

(303) 723-1100  
(Registrant's telephone number, including area code)

**ECHOSTAR 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 S. MERIDIAN BLVD.  
ENGLEWOOD, COLORADO  
(Address of principal executive offices)

80112  
(Zip Code)

(303) 723-1100  
(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))
- 
-

**Item 8.01 Other Events.**

On January 19, 2006, EchoStar Communications Corporation (NASDAQ: "DISH") announced that its wholly-owned subsidiary, EchoStar DBS Corporation, priced \$1.5 billion aggregate principal amount of ten-year, 7-1/8% senior notes. Interest on the notes, which will mature February 1, 2016 will be paid February 1 and August 1 of each year, commencing August 1, 2006. The proceeds of the offering are intended to be used to redeem EchoStar DBS Corporation's outstanding 9-1/8% Senior Notes due 2009 as well as for other general corporate purposes. See Press Release, dated January 19, 2006, "EchoStar Places \$1.5 billion in Senior Notes" attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit 99.1 Press Release "EchoStar Places \$1.5 billion in Senior Notes" dated January 19, 2006

## **SIGNATURES**

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

ECHOSTAR COMMUNICATIONS CORPORATION  
ECHOSTAR DBS CORPORATION

Date: January 19, 2006

By: /s/ David J. Rayner  
David J. Rayner  
Executive Vice President and Chief Financial Officer

## EXHIBIT INDEX

<u>Exhibits.</u>	<u>Description</u>
Exhibit 99.1	Press Release “EchoStar Places \$1.5 billion in Senior Notes” dated January 19, 2006

**ECHOSTAR PLACES \$1.5 BILLION IN SENIOR NOTES**

ENGLEWOOD, Colo., Jan. 19, 2006 — EchoStar Communications Corporation (NASDAQ: DISH) today announced that its subsidiary, EchoStar DBS Corporation, has priced an offering of \$1.5 billion aggregate principal amount of senior debt securities. The debt securities will be issued as 7-1/8% Senior Notes due 2016. The proceeds of the offering will be used to redeem EchoStar DBS Corporation's outstanding 9-1/8% Senior Notes due 2009 as well as for other general corporate purposes.

The sale of the Notes is expected to close on Feb. 2, 2006, subject to customary conditions.

EchoStar DBS Corporation placed the Notes in a private transaction under Rule 144A under the Securities Act. The Notes have not been registered under the Securities Act of 1933, as amended, or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**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 EchoStar Communication 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 EchoStar Communications Corporation expressly disclaims any obligation to update these forward-looking statements.

**About EchoStar**

EchoStar Communications Corporation (NASDAQ: DISH) serves more than 12 million satellite TV customers through its DISH Network, the fastest growing U.S. provider of advanced digital television services in the last six years. DISH Network offers hundreds of video and audio channels, Interactive TV, HDTV, sports and international programming, together with professional installation and 24-hour customer service. Visit EchoStar's DISH Network at [www.dishnetwork.com](http://www.dishnetwork.com) or call 1-800-333-DISH (3474).

Investor Relations Contact: Jason Kiser, 303-723-2210, [jason.kiser@echostar.com](mailto:jason.kiser@echostar.com)

Press Contact: Mark Lumpkin, 720-514-5351, [press@echostar.com](mailto:press@echostar.com)