

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents, which have heretofore been filed by EchoStar Communications Corporation, a Nevada Corporation formed in April 1995 (the "Company"), with the United States Securities and Exchange Commission ("Commission") pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), Commission file number 0-26176, are incorporated by reference in this Registration Statement:

- (a) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1997;
- (b) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1997;
- (c) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996; and
- (d) The description of the Class A Common Stock contained in the Company's Registration Statement on Form 8-A, declared effective June 20, 1995 by the Commission, pursuant to Section 12 of the Exchange Act.

In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a Post-Effective Amendment to this Registration Statement indicating that all securities offered under the Registration Statement have been sold or de-registering all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The Company's combined and consolidated financial statements dated as of December 31, 1995 and 1996, and for each of the three years in the period ended December 31, 1996, included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996, Commission File No. 0-26176, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated herein by reference in reliance upon the authority of said firm as experts in giving said report.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Articles of Incorporation of the Company provide for indemnification of the officers and directors of the Company to the fullest extent permitted by Section 78.751 of the Nevada General Corporation Law. The Registrant maintains certain insurance policies for its directors and officers against any loss arising from any claim asserted against them in such capacities, subject to certain exclusions.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
4.1	Specimen Share Certificate (incorporated by reference to Exhibit 4.9 to the Registration Statement on Form S-1 of the Company, Registration No. 33-91276)
4.2	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1(a) to the Registration Statement on Form S-1 of the Company, Registration No. 33-91276)
4.3	Bylaws of the Company (incorporated by reference to Exhibit 3.1(b) to the Registration Statement on Form S-1 of the Company, Registration No. 33-91276)
4.4	Summary of the Company's 1997 Launch Bonus Plan
5.1	Opinion of David K. Moskowitz (opinion re: legality)
23.1	Consent of David K. Moskowitz (included in Exhibit 5.1)
23.2	Consent of Arthur Andersen LLP
24	Power of Attorney (included in this Registration Statement under "Signatures")

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 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 this Registration Statement;
- (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 the time shall be deemed to be the initial bona fide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which 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 Section 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 this 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.

(h) 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 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 of 1933, 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 September 30, 1997.

ECHOSTAR COMMUNICATIONS CORPORATION

By: /s/ DAVID K. MOSKOWITZ

David K. Moskowitz
Senior Vice President, General
Counsel and Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints David K. Moskowitz the true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, and hereby grants to said 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, hereby ratifying and confirming all that said 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.

Signature -----	Title -----	Date ----
/s/ CHARLES W. ERGEN ----- Charles W. Ergen	Chairman, and Chief Executive Officer and Director (Principal Executive Officer)	September 30, 1997
/s/ STEVEN B. SCHAVER ----- Steven B. Schaver	Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)	September 30, 1997
/s/ JOHN R. HAGER ----- John R. Hager	Treasurer and Controller (Principal Accounting Officer)	September 30, 1997
/s/ R. SCOTT ZIMMER ----- R. Scott Zimmer	Vice Chairman, Vice President and Director	September 30, 1997
/s/ JAMES DEFRANCO ----- James DeFranco	Director	September 30, 1997
/s/ ALAN M. ANGELICH ----- Alan M. Angelich	Director	September 30, 1997
/s/ RAYMOND L. FRIEDLOB ----- Raymond L. Friedlob	Director	September 30, 1997

EXHIBIT 4.4

SUMMARY
OF
ECHOSTAR COMMUNICATIONS CORPORATION
1997 LAUNCH BONUS PLAN

In recognition of the dedication and hard work of employees of EchoStar Communications Corporation (the "Corporation") and its subsidiaries in anticipation of the launch of EchoStar III, the Board of Directors of the Corporation shall award to each employee who, as of the date EchoStar III is launched, has been employed continuously by the Corporation or any of its subsidiaries for the ninety (90) days prior to launch, ten (10) shares of the Corporation's Class A Common Stock, \$0.01 par value per share. The award is a special one-time grant.

EXHIBIT 5.1

[LOGO]

September 30, 1997

EchoStar Communications Corporation
90 Inverness Circle East
Englewood, CO 80112

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

Gentlemen:

I am Senior Vice President, Corporate Secretary and General Counsel of EchoStar Communications Corporation, a Nevada corporation formed in April 1995 (the "Company"), and have acted as such in connection with the authorization to issue up to 13,250 shares of the Company's Class A Common Stock, par value of \$0.01 per share (the "Common Shares"), issued or to be issued under the Company's 1997 Launch Bonus Plan (the "Plan"). 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 Plan have been duly authorized for issuance and will be legally issued, fully paid and non-assessable when issued as provided in the Plan.

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 Plan.

Very truly yours,

ECHOSTAR COMMUNICATIONS CORPORATION

/s/ DAVID K. MOSKOWITZ

David K. Moskowitz
Senior Vice President, Corporate Secretary
and General Counsel

DKM:es

90 Inverness Circle East - P.O. Box 6552 - Englewood, CO 80155
- Tel. (303) 799-8222 - Fax: (303) 799-0354

EXHIBIT 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report and to all references to our Firm included in or made a part of this Registration Statement.

ARTHUR ANDERSEN LLP

Denver, Colorado,
September 30, 1997.