

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
Form S-8  
-----

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ECHOSTAR COMMUNICATIONS CORPORATION  
(Exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction  
of incorporation or organization)

88-03369997  
(I.R.S. Employer  
Identification No.)

5701 SOUTH SANTA FE DRIVE  
LITTLETON, COLORADO 80120  
(Address, including zip code, of principal executive offices)

ECHOSTAR COMMUNICATIONS CORPORATION  
401(k) EMPLOYEES' SAVINGS PLAN  
(Full Title of Plan)

DAVID K. MOSKOWITZ  
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
ECHOSTAR COMMUNICATIONS CORPORATION  
5701 SOUTH SANTA FE DRIVE  
LITTLETON, COLORADO 80120  
(Name and address of agent for service)

(303) 723-1040  
(telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
-----	-----	-----	-----	-----
Class A Common Stock, par value \$0.01 per share	65,000 shares(1)	\$60.625(2)	\$3,940,625.00	\$1,095.50

(1) This amount represents an 65,000 share increase in the number shares of the Company's Class A Common Stock authorized for issuance under the Company's 401(k) Employee Savings Plan.

(2) Pursuant to Rule 457(h)(1) under the Securities Act of 1933, the maximum offering price, per share and in aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Company's Class A Common Stock as reported on the Nasdaq National Market System on March 18, 1999.

## INTRODUCTION

This Registration Statement on Form S-8 is filed by EchoStar Communications Corporation, a Nevada Corporation formed in April, 1995 (the "Company"), with respect to an additional 65,000 shares of the Company's Class A Common Stock, par value of \$0.01 per share, issuable under the Company's 401(k) Employees' Savings Plan, and consists of only those items required by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission (the "Commission") on December 19, 1995, Registration No. 33-80527; the Company's Registration Statement on Form S-8 filed by the Company with the Commission on March 7, 1997, Registration No. 333-22971; and the Company's Registration Statement on Form S-8 filed by the Company with the Commission on March 30, 1998, Registration No. 333-48895, filed by the Company with the Commission on March 17, 1999, are incorporated herein by reference and made a part hereof.

Pursuant to General Instruction E, only the following opinions and consents required under Item 8 are furnished:

Exhibit No.	Exhibit Description
-----	-----
5.1	Opinion and Consent of David K. Moskowitz, Esq.
23.1	Consent of Arthur Andersen LLP.
23.2	Consent of David K. Moskowitz, Esq. See Exhibit 5.1.
24	Power of Attorney.

SIGNATURES

THE REGISTRANT.

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 Littleton, State of Colorado, on March 19, 1999.

ECHOSTAR COMMUNICATIONS CORPORATION

By: /s/ David K. Moskowitz  
-----  
David K. Moskowitz  
Senior Vice President, General Counsel  
and Secretary

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, Chief Executive Officer and Director (Principal Executive Officer)	March 19, 1999
/s/ Steven B. Schaver ----- Steven B. Schaver	Chief Financial Officer and Chief Operating Officer (Principal Financial and Accounting Officer)	March 19, 1999
/s/ David K. Moskowitz ----- David K. Moskowitz	Director	March 19, 1999
* ----- James DeFranco	Director	March 19, 1999
* ----- O. Nolan Daines	Director	March 19, 1999
* ----- Raymond L. Friedlob	Director	March 19, 1999

\* By: /s/ David K. Moskowitz  
-----  
David K. Moskowitz  
Attorney-in-Fact

SIGNATURES

THE PLAN.

Pursuant to the requirements of the Securities Act of 1933, as amended, the Trustees of the Company's 401(k) Employees' Savings Plan have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado, on March 19, 1999.

ECHOSTAR COMMUNICATIONS CORPORATION'S  
401(k) EMPLOYEES' SAVINGS PLAN

By: /s/ Charles W. Ergen

-----  
Charles W. Ergen  
Trustee

By: /s/ Cantey M. Ergen

-----  
Cantey M. Ergen  
Trustee

EXHIBIT 5.1

ECHOSTAR COMMUNICATIONS CORPORATION  
5701 SOUTH SANTA FE DRIVE  
LITTLETON, COLORADO 80120  
(303) 723-1600  
(303) 723-1699 (Fax)

March 19, 1999

EchoStar Communications Corporation  
5071 South Santa Fe Drive  
Littleton, Colorado 80120

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 65,000 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 401(k) Employees' Savings 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

EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated February 28, 1995, included in EchoStar Communications Corporation's registration statement on Form S-1 dated June 20, 1995 (Registration No. 33-91276), and our report dated February 23, 1996, included in EchoStar Communications Corporation's registration statement on Form S-4 dated December 20, 1996 (Registration No. 333-03584), and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Denver, Colorado,  
March 19, 1999.



POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David K. Moskowitz 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 execute a Registration Statement on Form S-8 with respect to an issuance by EchoStar Communications Corporation, a Nevada corporation formed in April 1995 (the "Corporation") of up to 65,000 shares of the Corporation's Class A Common Stock, par value of \$0.01 per share, pursuant to the Corporation's 401(k) Employees' Savings Plan, and 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 United States 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 Power Attorney has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ James DeFranco ----- James DeFranco	Director	March 18, 1999
/s/ O. Nolan Daines ----- O. Nolan Daines	Director	March 18, 1999
/s/ Raymond L. Friedlob ----- Raymond L. Friedlob	Director	March 18, 1999