

As filed with the Securities and Exchange Commission on October 5, 2009

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EHOSTAR 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.)

**100 Inverness Terrace E.
Englewood, Colorado 80112**

(Address of principal executive offices)

EchoStar Corporation 2008 Employee Stock Purchase Plan
(Full title of Plan)

R. Stanton Dodge
Executive Vice President, General Counsel and Secretary
EchoStar Corporation
100 Inverness Terrace E.
Englewood, Colorado 80112
(303) 706-4000

(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(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, par value \$0.001 per share	2,140,000 shares	\$17.935	\$38,380,900	\$2,141.65

- (1) This Registration Statement (the "Registration Statement") registers an additional 2,140,000 shares of Class A Common Stock, par value \$0.001 per share, of EchoStar Corporation, a Nevada corporation ("Shares") that may be issued pursuant to the EchoStar Corporation 2008 Employee Stock Purchase 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 plan 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) The price is estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee and is \$17.935, the average of the high and low prices of the Company's Shares as reported by the NASDAQ Global Select Market on October 2, 2009.

EXPLANATORY NOTE

EchoStar Corporation (the "Company," "we" or "us") has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act, to register an additional 2,140,000 shares of our Class A Common Stock, that may be issued pursuant to the EchoStar Corporation 2008 Employee Stock Purchase Plan, as amended.

**INCORPORATION OF CONTENTS OF REGISTRATION STATEMENT
BY REFERENCE**

A registration statement on Form S-8 (File No. 333-148416) (the "Prior Registration Statement") was filed with the Securities and Exchange Commission ("SEC") on December 31, 2007 registering the issuance of (i) 16,000,000 shares of Class A Common Stock, par value \$0.001 per share, of EchoStar Corporation, a Nevada corporation ("Shares") that may be issued pursuant to the EchoStar Corporation 2008 Stock Incentive Plan; (ii) 360,000 Shares that may be issued pursuant to the EchoStar Corporation 2008 Employee Stock Purchase Plan; (iii) 250,000 Shares that may be issued pursuant to the EchoStar 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 Corporation, a Nevada corporation, that may be issued pursuant to the EchoStar Corporation 2008 Class B CEO Stock Option Plan. Pursuant to General Instruction E of Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this Registration Statement. This Registration Statement is being filed to register an additional 2,140,000 shares pursuant to the EchoStar Corporation 2008 Employee Stock Purchase Plan, as amended. These additional shares are additional securities of the same class as the Prior 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 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 Annual Report on Form 10-K for its fiscal year ended December 31, 2008;
- (b) The Registrant's Annual Report on Form 10-K/A for its fiscal year ended December 31, 2008;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009;
- (d) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009; and
- (e) The Registrant's Current Reports on Form 8-K filed on February 12, 2009, March 31, 2009, June 4, 2009, July 2, 2009 and September 18, 2009.

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 8. Exhibits

Exhibit Number	Description
4.1	EchoStar Corporation 2008 Employee Stock Purchase Plan, as amended (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed on March 31, 2009, Commission 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
23.3	Consent of Friedman LLP

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 October 5, 2009.

ECHOSTAR 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	President, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 5, 2009
<u>/s/ Bernard L. Han</u> Bernard L. Han	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 5, 2009
<u>/s/ David K. Moskowitz</u> David K. Moskowitz	Director	October 5, 2009
<u>/s/ Michael T. Dugan</u> Michael T. Dugan	Director	October 5, 2009
<u>/s/ R. Stanton Dodge</u> R. Stanton Dodge	Director	October 5, 2009
<u>/s/ Tom A. Ortolf</u> Tom A. Ortolf	Director	October 5, 2009
<u>/s/ C. Michael Schroeder</u> C. Michael Schroeder	Director	October 5, 2009
<u>/s/ Joseph P. Clayton</u> Joseph P. Clayton	Director	October 5, 2009

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[EHOSTAR CORPORATION LETTERHEAD]
October 5, 2009

EchoStar Corporation
100 Inverness Terrace 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 Corporation, a Nevada corporation formed in October 2007 (the "Company"), and have acted as such in connection with the authorization to issue up to an additional 2,140,000 shares of the Company's Class A Common Stock, par value of \$0.001 per share (the "Common Shares") to be issued under the Company's 2008 Employee Stock Purchase Plan, as amended (the "2008 ESPP").

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 2008 ESPP have been duly authorized for issuance and will be legally issued, fully paid and non-assessable when issued as provided in the 2008 ESPP.

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 2008 ESPP.

Very truly yours,

EchoStar 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 Corporation:

We consent to the incorporation by reference in the registration statement on Form S-8 regarding the Employee Stock Purchase Plan of EchoStar Corporation and subsidiaries, of our report dated March 2, 2009, with respect to the consolidated balance sheets of EchoStar Corporation and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2008, and the effectiveness of internal control over financial reporting as of December 31, 2008, which report appears in the December 31, 2008 annual report on Form 10-K of EchoStar Corporation.

Our report refers to the Company's adoption of Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, effective January 1, 2007.

KPMG LLP

/s/ KPMG LLP

Denver, Colorado

September 30, 2009

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of EchoStar Corporation of our report dated March 12, 2009 relating to the consolidated financial statements of TerreStar Corporation and Subsidiaries, which appears in the Annual Report on Form 10-K/A of EchoStar Corporation dated March 16, 2009.

/s/ Friedman LLP
East Hanover, New Jersey
October 1, 2009