

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO  
(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. \_\_)

**DISH NETWORK CORPORATION**

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

**Incentive Stock Options to Purchase Class A Common Stock, \$0.01 par value**  
(Title of Class of Securities)

**25470M109**  
(CUSIP Number of Class of Securities)

**R. Stanton Dodge**  
**Executive Vice President, General Counsel and Secretary**  
**DISH Network Corporation**  
**9601 S. Meridian Boulevard**  
**Englewood, Colorado 80112**  
**(303) 723-1000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

**Copies to:**  
**Scott D. Miller**  
**Sullivan & Cromwell LLP**  
**1870 Embarcadero Road**  
**Palo Alto, California 94303**  
**(650) 461-5600**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee*
Not applicable	Not applicable

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

Attached as Exhibit 99.1 to this Schedule TO is an e-mail communication sent on November 20, 2009 to eligible participants announcing that in light of the recently announced dividend, the Committee administering the DISH Network Corporation (the "Company" or "DISH") employee stock incentive plans has authorized a \$2.00 per share decrease in the exercise price of existing unexercised and unexpired stock options (the "Exchange Program").

This communication does not constitute an offer to holders of the Company's outstanding stock options to exchange those stock options. The Company has the discretion to determine if and when to implement the Exchange Program.

**This filing on Schedule TO does not constitute an offer to holders of eligible stock options to exchange such stock options. The Exchange Program has not yet commenced. DISH will file a Tender Offer Statement on Schedule TO with the SEC upon the commencement of the Exchange Program. Persons who are eligible to participate in the Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Exchange Program.**

**DISH stockholders and option holders will be able to obtain the written materials described above and other documents filed by DISH with the SEC free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by DISH with the SEC by directing a written request to: DISH Network Corporation, 9601 S. Meridian Boulevard, Englewood, Colorado 80112, Attention: Investor Relations.**

**Item 12. Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	E-mail communication sent to eligible participants on November 20, 2009.

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Date: November 20, 2009  
To: DISH Employees with DISH Stock Options  
From: Stephen Wood, EVP  
Re: Upcoming Exchange Program

On November 6, 2009, the Board of Directors of DISH Network Corporation (“DISH”) declared a one-time dividend of \$2.00 per share on its outstanding Class A and Class B common stock, which will be payable in cash on December 2, 2009 to shareholders of record on November 20, 2009.

In light of the dividend, the Committee administering the DISH employee stock incentive plans has authorized a \$2.00 per share decrease in the exercise price of existing unexercised and unexpired stock options. The adjustment to the exercise price will have no impact on the vesting or expiration of such stock options.

However, because this adjustment will cause certain of our employee stock options that would otherwise be treated as incentive stock options (“ISOs”) for U.S. Federal income tax purposes to lose ISO treatment, we are seeking the consent of DISH employees who hold ISOs to make the adjustment. The consent will be solicited through a one-time voluntary exchange offer (the “Exchange”).

Holders of ISOs will have a specific timeframe to complete the Exchange — currently expected to commence during the month of December (on a date that has not yet been set) and expire twenty business days later. **Please note that the exercise price of all existing unexercised and unexpired stock options will be adjusted at the same time following completion of the Exchange. If you exercise stock options prior to the completion of the Exchange you will not benefit from any adjustment to the exercise price of those stock options pursuant to the Exchange.** We will communicate Exchange details through email from time to time to explain the Exchange and the procedures for participating.

Please monitor your email for this upcoming information.

Please email [stock.options@dishnetwork.com](mailto:stock.options@dishnetwork.com) with any questions you may have.

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The Exchange described in this letter has not yet commenced. DISH will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, or SEC, upon the commencement of the Exchange. Persons who are eligible to participate in the Exchange should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Exchange.

DISH stockholders and stock option holders will be able to obtain the written materials described above and other documents filed by DISH with the SEC free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov) or by directing a written request to: DISH Network Corporation, 9601 S. Meridian Boulevard, Englewood, Colorado 80112, Attention: Investor Relations.