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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

June 8, 2011

ECHOSTAR CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation)

001-33807

(Commission File Number)

26-1232727

(I.R.S. Employer Identification No.)

**100 INVERNESS TERRACE E.
ENGLEWOOD, COLORADO**

(Address of principal executive offices)

80112

(Zip Code)

(303) 706-4000

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

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))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On June 9, 2011, EchoStar Corporation, a Nevada corporation (“EchoStar”) filed a Current Report on Form 8-K to report, among other things, the completion on June 8, 2011 of EchoStar's previously announced acquisition of Hughes Communications, Inc., a Delaware corporation (“Hughes”), pursuant to that certain Agreement and Plan of Merger, dated as of February 13, 2011, by and among Hughes, EchoStar, EchoStar Satellite Services L.L.C., a Colorado limited liability company, and Broadband Acquisition Corporation, a Delaware corporation. This Current Report on Form 8-K/A is being filed to provide the required pro forma financial information and related information in connection with the completion of that acquisition, as required by Item 9.01 of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined balance sheet as of March 31, 2011 and the unaudited pro forma condensed combined statements of operations for the three months ended March 31, 2011 and for the year ended December 31, 2010, are attached hereto as Exhibit 99.1.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Unaudited pro forma condensed combined balance sheet as of March 31, 2011 and the unaudited pro forma condensed combined statements of operations for the three months ended March 31, 2011 and for the year ended December 31, 2010.

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 thereunto duly authorized.

ECHOSTAR CORPORATION

By: /s/ David J. Rayner

David J. Rayner

Chief Financial Officer

Dated: August 5, 2011

EXHIBIT INDEX

Number	Description
99.1	Unaudited pro forma condensed combined balance sheet as of March 31, 2011 and the unaudited pro forma condensed combined statements of operations for the three months ended March 31, 2011 and for the year ended December 31, 2010.

The pro forma information has been prepared in accordance with the rules and regulations of the Securities and Exchange Commission. The following unaudited pro forma condensed combined balance sheet gives effect to the acquisition (the "Acquisition") by EchoStar Corporation ("EchoStar") of Hughes Communications, Inc. ("Hughes Communications"), as well as the other transactions contemplated by the merger agreement governing the Acquisition and the issuance by EH Holding Corporation of \$1.1 billion of its 6 1/2% Senior Secured Notes due 2019 (the "Secured Notes") and \$900 million of its 7 5/8% Senior Notes due 2021 (the "Unsecured Notes" and together with the Secured Notes, the "Related Financing Transactions"), including a repayment of the debt under the COFACE facility of Hughes Network Systems, LLC, as of March 31, 2011. The unaudited pro forma condensed combined statements of operations give effect to the Acquisition and Related Financing Transactions, as if the Acquisition and Related Financing Transactions had been completed January 1, 2010.

The unaudited pro forma adjustments are based on currently available information and certain assumptions that we believe are reasonable. The unaudited pro forma condensed combined financial information is for informational purposes only and does not purport to reflect the financial position or results of operations that would have occurred if the Acquisition and Related Financing Transactions had been consummated on the dates indicated above; nor does it purport to represent or be indicative of the financial position or results of operations of EchoStar for any future dates or periods.

The allocation of the Acquisition's purchase price used in the unaudited pro forma condensed combined financial information is based on a preliminary estimate derived from an independent appraisal. The assumptions and estimates used to determine the preliminary fair values will be revised as additional information becomes available. The final fair value allocated to the various Hughes Communications' assets and liabilities acquired as a result of the Acquisition may be significantly different from what is presented in the unaudited pro forma condensed combined financial information.

EchoStar Corporation
Unaudited Pro Forma Condensed Combined Balance Sheet

As of March 31, 2011

	Hughes				Total
	EchoStar Historical	Communications Historical	Pro Forma Adjustments	Reclassification Adjustments	
(In thousands, except share data)					
Assets					
<i>Current Assets:</i>					
Cash and cash equivalents	\$ 121,596	\$ 116,914	\$ 1,941,000 (a)	\$ —	\$ 100,000
			(2,200,042) (c)	—	
			120,532 (b)	—	
Marketable investment securities	1,018,140	23,672	(120,532) (b)	—	921,280
Trade accounts receivable - DISH Network, net of allowance for doubtful accounts of zero	250,050	—	—	—	250,050
Other current assets	190,902	269,778	(3,121) (c)	(176) (d)	457,383
Total current assets	1,580,688	410,364	(262,163)	(176)	1,728,713
<i>Noncurrent Assets:</i>					
Restricted cash and marketable investment securities	17,426	—	4,554 (c)	334 (d)	22,314
Property and equipment, net	1,276,352	837,601	67,645 (c)	—	2,181,598
Intangible assets, net	160,579	56,009	345,798 (c)	—	562,386
Goodwill and non-amortizable intangibles	69,810	5,093	904,368 (c)	—	979,271
Marketable and other investment securities	752,836	—	10,500 (c)	16,475 (d)	779,811
Other noncurrent assets, net	64,330	74,980	54,010 (a)	(16,633) (d)	153,825
			(22,862) (c)		
Total noncurrent assets	2,341,333	973,683	1,364,013	176	4,679,205
Total assets	\$ 3,922,021	\$ 1,384,047	\$ 1,101,850	\$ —	\$ 6,407,918
Liabilities and Stockholder's Equity (Deficit)					
<i>Current Liabilities:</i>					
Trade accounts payable, accrued expenses and other	\$ 280,556	\$ 249,319	\$ (15,082) (c)	\$ —	\$ 514,793
Deferred tax liabilities	63,890	—	(11,228) (c)	—	52,662
Current portion of long-term debt and capital lease obligations	54,675	4,700	(1,766) (c)	—	57,609
Total current liabilities	399,121	254,019	(28,076)	—	625,064
<i>Long-Term Obligations, Net of Current Portion:</i>					
Long-term debt and capital lease obligations, net of current portion	354,534	756,450	2,000,000 (a)	—	2,356,673
			(754,311) (c)		
Deferred tax liabilities	79,031	—	258,323 (g)	—	337,354
Other long-term liabilities	35,316	26,764	(18,623) (c)	—	43,457
Total long-term obligations, net of current portion	468,881	783,214	1,485,389	—	2,737,484
Total liabilities	868,002	1,037,233	1,457,313	—	3,362,548
<i>Stockholder's Equity (Deficit)</i>					
Common stock	92	22	(22) (c)	—	92
Additional paid-in capital	3,329,160	736,993	(736,993) (c)	—	3,329,160
Accumulated other comprehensive income (loss)	194,896	(14,132)	14,132 (c)	—	194,896
Accumulated earnings (deficit)	(371,962)	(386,918)	386,918 (c)	—	(391,460)
			(4,102) (a)	—	
			(15,396) (c)	—	
Treasury stock, at cost	(98,162)	—	—	—	(98,162)
Total stockholder's equity (deficit)	3,054,024	335,965	(355,463)	—	3,034,526
Noncontrolling interests	(5)	10,849	—	—	10,844
Total stockholder's equity (deficit), including noncontrolling interest	3,054,019	346,814	(355,463)	—	3,045,370
Total liabilities and stockholder's equity (deficit)	\$ 3,922,021	\$ 1,384,047	\$ 1,101,850	\$ —	\$ 6,407,918

The accompanying notes are an integral part of the Unaudited Pro Forma Condensed Combined Financial Information.

EchoStar Corporation
Unaudited Pro Forma Condensed Combined Statements of Operations

For the Year Ended December 31, 2010

	Hughes				Total
	EchoStar	Communications	Pro Forma	Reclassification	
	Historical	Historical	Adjustments	Adjustments	
	(In thousands)				
Revenue:					
Equipment revenue - DISH Network	\$ 1,470,173	\$ —	\$ —	\$ —	\$ 1,470,173
Equipment revenue - other	347,765	252,003	—	—	599,768
Services and other revenue - DISH Network	468,399	—	—	—	468,399
Services and other revenue - other	64,032	791,324	(5,718) (c)	—	849,638
Total revenue	<u>2,350,369</u>	<u>1,043,327</u>	<u>(5,718)</u>	<u>—</u>	<u>3,387,978</u>
Costs and Expenses:					
Cost of sales - equipment	1,553,129	234,805	(11,643) (c)	(4,752) (d)	1,771,539
Cost of sales - services and other (exclusive of depreciation shown below)	236,356	493,023	—	(100,909) (d)	628,470
Research and development expenses	46,093	20,279	—	(3,296) (d)	63,076
Selling, general and administrative expenses	128,366	206,512	(13,354) (c)	(2,330) (d)	319,194
General and administrative expenses - DISH Network	15,189	—	—	—	15,189
Depreciation and amortization	228,911	3,084	81,198 (e)	111,287 (d)	424,480
Total costs and expenses	<u>2,208,044</u>	<u>957,703</u>	<u>56,201</u>	<u>—</u>	<u>3,221,948</u>
Operating income (loss)	<u>142,325</u>	<u>85,624</u>	<u>(61,919)</u>	<u>—</u>	<u>166,030</u>
Other Income (Expense):					
Interest income	14,472	2,043	—	—	16,515
Interest expense, net of amounts capitalized	(14,560)	(59,345)	(94,112) (f)	—	(168,017)
Unrealized and realized gains (losses) on marketable investment securities and other investments	2,923	—	—	—	2,923
Unrealized gains (losses) on investments accounted for at fair value, net	144,473	—	—	—	144,473
Other, net	(860)	374	—	—	(486)
Total other income (expense)	<u>146,448</u>	<u>(56,928)</u>	<u>(94,112)</u>	<u>—</u>	<u>(4,592)</u>
Income (loss) before income taxes	288,773	28,696	(156,031)	—	161,438
Income tax (provision) benefit, net	(84,415)	(5,716)	59,354 (g)	—	(30,777)
Net income (loss)	204,358	22,980	(96,677)	—	130,661
Net (income) attributable to the noncontrolling interests	—	(193)	—	—	(193)
Net income (loss) attributable to EchoStar common shareholders	<u>\$ 204,358</u>	<u>\$ 22,787</u>	<u>\$ (96,677)</u>	<u>\$ —</u>	<u>\$ 130,468</u>
Weighted-average common shares outstanding					
Basic	<u>85,084</u>	<u>21,606</u>	<u>(21,606)</u>		<u>85,084</u>
Diluted	<u>85,203</u>	<u>22,738</u>	<u>(22,738)</u>		<u>85,203</u>
Earnings per share - common stock:					
Basic net income (loss) per share	<u>\$ 2.40</u>	<u>\$ 1.05</u>			<u>\$ 1.53</u>
Diluted net income (loss) per share	<u>\$ 2.40</u>	<u>\$ 1.00</u>			<u>\$ 1.53</u>

The accompanying notes are an integral part of the Unaudited Pro Forma Condensed Combined Financial Information.

EchoStar Corporation

Unaudited Pro Forma Condensed Combined Statements of Operations

	For the Three Months Ended March 31, 2011				
	EchoStar	Hughes Communications	Pro Forma	Reclassification	
	Historical	Historical	Adjustments	Adjustments	Total
	(In thousands)				
Revenue:					
Equipment revenue - DISH Network	\$ 272,126	\$ —	\$ —	\$ —	\$ 272,126
Equipment revenue - other	65,909	48,422	—	—	114,331
Services and other revenue - DISH Network	121,207	—	—	—	121,207
Services and other revenue - other	20,584	215,670	(809) (c)	—	235,445
Total revenue	<u>479,826</u>	<u>264,092</u>	<u>(809)</u>	<u>—</u>	<u>743,109</u>
Costs and Expenses:					
Cost of sales - equipment	293,384	49,574	(1,151) (c)	(1,102) (d)	340,705
Cost of sales - services and other (exclusive of depreciation shown below)	61,460	132,710	—	(30,976) (d)	163,194
Research and development expenses	8,859	5,154	—	(712) (d)	13,301
Selling, general and administrative expenses	44,772	60,977	(1,320) (c)	(499) (d)	103,930
General and administrative expenses - DISH Network	3,489	—	—	—	3,489
Depreciation and amortization	57,014	757	19,088 (e)	33,289 (d)	110,148
Total costs and expenses	<u>468,978</u>	<u>249,172</u>	<u>16,617</u>	<u>—</u>	<u>734,767</u>
Operating income (loss)	<u>10,848</u>	<u>14,920</u>	<u>(17,426)</u>	<u>—</u>	<u>8,342</u>
Other Income (Expense):					
Interest income	2,677	419	—	—	3,096
Interest expense, net of amounts capitalized	462	(12,505)	(26,317) (f)	—	(38,360)
Unrealized and realized gains (losses) on marketable investment securities and other investments	665	—	—	—	665
Unrealized gains (losses) on investments accounted for at fair value, net	3,304	—	—	—	3,304
Other, net	6,991	(248)	—	—	6,743
Total other income (expense)	<u>14,099</u>	<u>(12,334)</u>	<u>(26,317)</u>	<u>—</u>	<u>(24,552)</u>
Income (loss) before income taxes	24,947	2,586	(43,743)	—	(16,210)
Income tax (provision) benefit, net	(7,788)	(1,901)	16,609 (g)	—	6,920
Net income (loss)	17,159	685	(27,134)	—	(9,290)
Net loss attributable to the noncontrolling interests	5	153	—	—	158
Net income (loss) attributable to EchoStar common shareholders	<u>\$ 17,164</u>	<u>\$ 838</u>	<u>\$ (27,134)</u>	<u>\$ —</u>	<u>\$ (9,132)</u>
Weighted-average common shares outstanding					
Basic	<u>85,466</u>	<u>21,766</u>	<u>(21,766)</u>		<u>85,466</u>
Diluted	<u>92,331</u>	<u>23,361</u>	<u>(23,361)</u>		<u>85,466</u>
Earnings per share - common stock:					
Basic net income (loss) per share	<u>\$ 0.20</u>	<u>\$ 0.04</u>			<u>\$ (0.11)</u>
Diluted net income (loss) per share	<u>\$ 0.19</u>	<u>\$ 0.04</u>			<u>\$ (0.11)</u>

The accompanying notes are an integral part of the Unaudited Pro Forma Condensed Combined Financial Information.

Notes to Unaudited Pro Forma Condensed Combined Financial Information

- (a) Represents the pro forma adjustments necessary to reflect the financing of the Acquisition inclusive of transaction costs. The components of the cash received from the financing are composed of the following:

	(In thousands)
Secured Notes	\$ 1,100,000
Unsecured Notes	900,000
	<u>2,000,000</u>
Debt issuance costs	(52,500)
Acquisition costs	(6,500)
Total	<u>\$ 1,941,000</u>

We estimated direct acquisition costs of \$6.5 million (reflected as an increase to accumulated deficit and net of tax effects of \$2.4 million on the unaudited pro forma condensed combined balance sheet as of March 31, 2011).

- (b) Represents an estimate of the necessary working capital that will be provided by the sale of marketable investment securities. Although we have assumed a \$100 million ending cash balance, the ultimate balance of cash and consequently the amount of marketable investment securities sold to fund this cash balance may materially differ from this estimate.
- (c) Represents pro forma adjustments necessary to reflect the Acquisition and related financing transactions, including (i) cash consideration of \$2.2 billion for (a) the acquisition of Hughes Communications common shares of approximately \$1.4 billion (determined as approximately 21.8 million issued and outstanding Hughes Communications common shares as well 0.8 million vested and outstanding common equity rights, all being acquired for \$60.70 per share), and (b) settlement and adjustment of pre-acquisition Hughes Communications debt and associated interest rate swaps of approximately \$782 million (inclusive of obligatory call premiums) that is required or was repaid as part of the Acquisition and an additional \$27 million of interest related to the repayment of Hughes Communications debt on these extinguished instruments; (ii) preliminary allocation of the \$2.2 billion of purchase consideration to the assets and liabilities acquired; (iii) elimination of certain Hughes Communications' assets and liabilities, such as historical deferred financing costs, subscriber acquisition costs ("SAC"), deferred revenue and other, in connection with acquisition accounting and the related elimination of Hughes Communications' historical equity; (iv) the reduction of revenue and the associated expenses on the pro forma condensed combined statements of operations to reflect elimination of deferred revenue and SAC in the preliminary purchase price allocation; and (v) reflects other direct transaction costs of approximately \$24.4 million (reflected as an increase to accumulated deficit and net of tax effects of \$9 million on the unaudited pro forma condensed combined balance sheet as of March 31, 2011.)
- (d) Represents the pro forma classification adjustments to conform Hughes Communications' accounting policy to those of EchoStar, including but not limited to, depreciation expense which will no longer be recorded as a component of cost of sales, research and development, or selling general and administrative expenses based on the nature of the underlying long-lived asset but will prospectively be presented in the caption depreciation and amortization.

- (e) Represents net incremental depreciation and amortization expense of \$81 million and \$19 million for the year ended December 31, 2010 and the three months ended March 31, 2011, respectively, as a result of the allocation of purchase price to certain amortizable assets with useful lives ranging from 1 year to 11 years. As indicated above, the allocation of purchase price is preliminary. To the extent that the final purchase price allocation increases or decreases depreciable or amortizable assets, and therefore decreases or increases goodwill, our operating costs, in the form of depreciation or amortization, will be impacted. For example, if an additional \$50 million of the excess consideration were to be allocated to property and equipment or amortizable intangible assets (thus, reducing goodwill) and assuming an estimated life of 10 years using straight line depreciation or amortization, the accompanying unaudited pro forma condensed combined statement of operations for the year ended December 31, 2010 would reflect additional pre-tax expense of approximately \$5 million.
- (f) Represents the estimated net increase in interest expense based on a weighted average rate of 7.01% for the Secured Notes and the Unsecured Notes. EchoStar has issued \$2.0 billion in unregistered secured and unsecured notes in connection with the Acquisition.

	For the Year Ended December 31, 2010	For the Three Months Ended March 31, 2011
	(In thousands)	
Interest on new debt instruments	\$ (140,125)	\$ (35,031)
Hughes Communications historical interest expense elimination	59,345	12,505
Amortization of deferred financing costs and changes in capitalized interest	(13,332)	(3,791)
Total	<u>\$ (94,112)</u>	<u>\$ (26,317)</u>

- (g) Represents the tax effect of pro forma adjustments using the EchoStar blended federal, state and international statutory tax rates adjusted for permanent differences. As indicated in Note (b) the allocation of the purchase price is preliminary. For each additional \$50 million of excess consideration allocated to non-amortizable assets, such as Federal Communications Commission licenses, the corresponding increase in deferred tax liability would be approximately \$19 million (assuming a tax rate of 37%), which, in turn, would increase the estimated amount of goodwill.