

EchoStar CORP
Form 10-Q/A
February 21, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Amendment No. 1)

(Mark One)

T QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2011.

OR

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO .

Commission File Number: 001-33807

EchoStar Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

26-1232727
(I.R.S. Employer Identification No.)

**100 Inverness Terrace East
Englewood, Colorado**
(Address of principal executive offices)

80112-5308
(Zip code)

(303) 706-4000

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes T No £

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes T No £

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer T

Accelerated filer £

Non-accelerated filer £

Smaller reporting company £

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes £ No T

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As of July 26, 2011, the registrant's outstanding common stock consisted of 38,796,529 shares of Class A common stock and 47,687,039 shares of Class B common stock.

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EXPLANATORY NOTE

This Amendment No. 1 (this Amendment) on Form 10-Q/A amends the Quarterly Report of EchoStar Corporation (the Company) for the quarterly period ended June 30, 2011, as filed with the Securities and Exchange Commission (the SEC) on August 9, 2011 (the Original Form 10-Q). The Company is filing this Amendment solely to provide a copy of Exhibit 10.9 (certain portions of which are omitted pursuant to a confidential treatment request filed with the SEC), which was previously incorporated into the Original Form 10-Q by reference from Exhibit 10.1 to the Quarterly Report on Form 10-Q of TiVo Inc. filed on June 6, 2011. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company's principal executive officer and principal financial officer are filed as exhibits hereto. Item 6 of Part II (Exhibits) of the Original Form 10-Q is hereby amended to include a redacted version of Exhibit 10.9 and such new certifications and to reflect certain conforming changes.

This Amendment does not amend or otherwise update any other information in the Original Form 10-Q. Accordingly, this Amendment should be read in conjunction with the Original Form 10-Q and with the Company's filings with the SEC subsequent to the Original Form 10-Q.

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PART II OTHER INFORMATION

Item 6. EXHIBITS

(a) *Exhibits.*

- 10.1* Memorandum of Understanding, dated May 6, 2011 by and among EchoStar Global B.V., EchoStar Technologies L.L.C., Bell ExpressVu Inc., Bell ExpressVu Limited Partnership, Bell Mobility Inc., and Bell Canada (incorporated by reference from Exhibit 10.1 to the Quarterly Report on Form 10-Q of EchoStar Corporation filed August 9, 2011, Commission File No. 001-33807).**
- 10.2* Cost Allocation Agreement, dated April 29, 2011, between EchoStar and DISH Network (incorporated by reference from Exhibit 10.2 to the Quarterly Report on Form 10-Q of EchoStar Corporation filed August 9, 2011, Commission File No. 001-33807).
- 10.3* Indenture, relating to the Secured Notes, dated as of June 1, 2011, among EH Holding Corporation (EHHHC), a wholly-owned subsidiary of EchoStar Corporation, the guarantors named on the signature pages thereto and Wells Fargo Bank, National Association, as trustee and collateral agent (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of EchoStar Corporation filed June 2, 2011, Commission File No. 001-33807).
- 10.4* Indenture, relating to the Unsecured Notes, dated as of June 1, 2011, among EHHHC, a wholly-owned subsidiary of EchoStar, the guarantors named on the signature pages thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference from Exhibit 4.2 to the Current Report on Form 8-K of EchoStar Corporation filed June 2, 2011, Commission File No. 001-33807).
- 10.5* Registration Rights Agreement, dated as of June 1, 2011, among EHHHC, the guarantors named on the signature pages thereto and Deutsche Bank Securities Inc. (incorporated by reference from Exhibit 4.3 to the Current Report on Form 8-K of EchoStar Corporation filed June 2, 2011, Commission File No. 001-33807).
- 10.6* Security Agreement, dated as of June 8, 2011, among EHHHC, the guarantors named on the signature pages thereto and Wells Fargo Bank, National Association, as collateral agent (incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of EchoStar Corporation filed June 9, 2011, Commission File No. 001-33807).
- 10.7* Supplemental Indenture, relating to the Secured Notes, dated as of June 8, 2011, among EHHHC, the guarantors named on the signature pages thereto and Wells Fargo Bank, National Association, as trustee and collateral agent (incorporated by reference from Exhibit 4.2 to the Current Report on Form 8-K of EchoStar Corporation filed June 9, 2011, Commission File No. 001-33807).
- 10.8* Supplemental Indenture, relating to the Unsecured Notes, dated as of June 8, 2011, EHHHC, a wholly-owned subsidiary of EchoStar, the guarantors named on the signature pages thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference from Exhibit 4.3 to the Current Report on Form 8-K of EchoStar Corporation filed June 9, 2011, Commission File No. 001-33807).
- 10.9o Settlement and Patent License between TiVo Inc. and DISH Network Corporation and EchoStar Corporation, dated as of April 29, 2011.**
- 31.1* Section 302 Certification of Chief Executive Officer (incorporated by reference from Exhibit 31.1 to the Quarterly Report on Form 10-Q of EchoStar Corporation filed August 9, 2011, Commission

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File No. 001-33807).

- 31.2* Section 302 Certification of Chief Financial Officer (incorporated by reference from Exhibit 31.2 to the Quarterly Report on Form 10-Q of EchoStar Corporation filed August 9, 2011, Commission File No. 001-33807).
- 31.3o Section 302 Certification of Chief Executive Officer.
- 31.4o Section 302 Certification of Chief Financial Officer.
- 32.1* Section 906 Certification of Chief Executive Officer (incorporated by reference from Exhibit 32.1 to the Quarterly Report on Form 10-Q of EchoStar Corporation filed August 9, 2011, Commission File No. 001-33807).
- 32.2* Section 906 Certification of Chief Financial Officer (incorporated by reference from Exhibit 32.2 to the Quarterly Report on Form 10-Q of EchoStar Corporation filed August 9, 2011, Commission File No. 001-33807).
- 101* The following materials from the Quarterly Report on Form 10-Q of EchoStar Corporation for the quarter ended June 30, 2011, filed on August 9, 2011, formatted in eXtensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), (iii) Condensed Consolidated Statements of Cash Flows and (iv) related notes to these financial statements tagged as blocks of text (incorporated by reference from Exhibit 101 to the Quarterly Report on Form 10-Q of EchoStar Corporation filed August 9, 2011, Commission File No. 001-33807). ***

o Filed herewith.

* Incorporated by reference.

** Certain portions of the exhibit have been omitted and separately filed with the Securities and Exchange Commission with a request for confidential treatment.

*** In accordance with Rule 402 of Regulation S-T, the information in this Exhibit 101 shall not be deemed filed for the purposes of section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by the specific reference in such filing.

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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/ Dean A. Manson
Dean A. Manson
Executive Vice President, General Counsel and
Secretary

Date: February 21, 2012