

EHOSTAR COMMUNICATIONS CORP

Form 8-K

September 25, 2003

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

**FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 24, 2003**

EHOSTAR COMMUNICATIONS CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation)

0-26176

(Commission File Number)

88-0336997

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

5701 S. SANTA FE DRIVE
LITTLETON, COLORADO

(Address of principal executive offices)

80120

(Zip code)

Registrant's telephone number, including area code:

(303) 723-1000

EHOSTAR DBS CORPORATION

(Exact name of registrant as specified in its charter)

COLORADO

(State or other jurisdiction of incorporation)

333-31929

(Commission File Number)

84-1328967

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

5701 S. SANTA FE DRIVE
LITTLETON, COLORADO

(Address of principal executive offices)

80120

(Zip code)

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Registrant's telephone number, including area code:

(303) 723-1000

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SIGNATURE

EX-99.1 Excerpts From the Offering Memorandum

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ITEM 7. FINANCIAL STATEMENTS, *PRO FORMA* FINANCIAL INFORMATION AND EXHIBITS.

(a) *Financial Statements*

Not applicable.

(b) *Pro Forma Financial Information*

Not applicable.

(c) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---|
| 99.1 | Excerpts from the Confidential Offering Memorandum for Senior Notes of EchoStar DBS Corporation |

ITEM 9. REGULATION FD DISCLOSURE.

EchoStar DBS Corporation (the Company), an indirect wholly-owned subsidiary of EchoStar Communications Corporation, recently announced that it had priced: (i) \$1,000,000,000 principal amount of its 5 3/4% Senior Notes due October 1, 2008; (ii) \$1,000,000,000 principal amount of its 6 3/8% Senior Notes due October 1, 2011; and (iii) \$500,000,000 principal amount of its Floating Rate Senior Notes due October 1, 2008 (collectively, the Notes). All of the Notes were sold in a private placement to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act). The sale of the Notes is expected to close on October 2, 2003.

Attached hereto as Exhibit 99.1 and incorporated herein by reference is an excerpt of certain items included in the Offering Memorandum relating to the sale of the Notes. Certain statements incorporated herein by reference may be forward-looking statements, which may involve a number of risks and uncertainties that could cause actual events or results to differ materially from those described. We disclaim any responsibility to update any such information or any other information contained herein or therein.

The information contained or incorporated in this Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

(Signature page follows)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EHOSTAR COMMUNICATIONS CORPORATION

By: /s/ Michael R. McDonnell

Name: Michael R. McDonnell
Title: Senior Vice President and Chief Financial Officer

EHOSTAR DBS CORPORATION

By: /s/ Michael R. McDonnell

Name: Michael R. McDonnell
Title: Senior Vice President and Chief Financial Officer

Dated: September 24, 2003

(Signature page to Form 8-K)

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