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ECHOSTAR COMMUNICATIONS CORP  
Form POS AM  
February 01, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 1, 2002  
REGISTRATION NO. 333-80745

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ECHOSTAR COMMUNICATIONS CORPORATION  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

88-0336997  
(IRS Employer  
Identification No.)

5701 South Santa Fe Drive  
Littleton, Colorado 80120  
(303) 723-1000

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive office)

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David K. Moskowitz, Esq.  
Senior Vice President, General Counsel and Secretary  
EchoStar Communications Corporation  
5701 South Santa Fe Drive  
Littleton, Colorado 80120  
(303) 723-1000

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: This  
post-effective amendment deregisters those shares of class A common stock that  
remain unsold hereunder as of the date hereof.

If the only securities being registered on this form are being offered pursuant  
to dividend or interest reinvestment plans, please check the following box: [ ]

If any of the securities being registered on this Form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, please check the following box: [ ]

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. [ ]

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please the following box. [ ]

DEREGISTRATION OF SECURITIES

On June 15, 1999, EchoStar Communications Corporation, a Nevada corporation ("ECC") filed a registration statement on Form S-3 (Commission file No. 333-80745) (the "Registration Statement") for purposes of registering 80,679 shares of ECC's class A common stock (the "Shares"). On July 26, 1999, ECC filed an amendment to the Registration Statement revising the number of Shares registered to be 161,358 shares of class A common stock. On July 26, 1999, the Securities and Exchange Commission declared the Registration Statement effective.

Pursuant to the terms of the Registration Rights Agreement that required ECC to file the Registration Statement, ECC is no longer required to keep the Registration Statement effective. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the date hereof, all of the Shares that remain unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado on February 1, 2002.

ECHOSTAR COMMUNICATIONS CORPORATION

By: /s/ Michael R. McDonnell

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Michael R. McDonnell  
Senior Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature<br>-----                                 | Title<br>-----  | Date<br>---- |
|--|---|--------------|
| /s/ Charles W. Ergen*<br>-----<br>Charles W. Ergen | Chairman and Chief Executive Officer<br>(Principal Executive Officer) | February     |

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|  |  |          |
|--|--|----------|
| /s/ Michael R. McDonnell<br>-----<br>Michael R. McDonnell                  | Chief Financial Officer<br>(Principal Financial Officer) | February |
| /s/ Cantey M. Ergen<br>-----<br>Cantey M. Ergen                            | Director   | February |
| /s/ David K. Moskowitz<br>-----<br>David K. Moskowitz                      | Director   | February |
| /s/ Raymond L. Friedlob*<br>-----<br>Raymond L. Friedlob                   | Director   | February |
| /s/ O. Nolan Daines*<br>-----<br>O. Nolan Daines                           | Director   | February |
| /s/ James DeFranco*<br>-----<br>James DeFranco                             | Director   | February |
| /s/ Peter A. Dea<br>-----<br>Peter A. Dea                                  | Director   | February |
| /s/ Jean-Marie Messier<br>-----<br>Jean-Marie Messier                      | Director   | February |
| */s/ David K. Moskowitz<br>-----<br>David K. Moskowitz<br>Attorney-in-Fact |  | February |