

DISH Network CORP
Form 8-K
May 14, 2013

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): **May 14, 2013**

DISH NETWORK CORPORATION

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction
of incorporation)

0-26176

(Commission File Number)

88-0336997

(IRS Employer
Identification No.)

**9601 SOUTH MERIDIAN BLVD.
ENGLEWOOD, COLORADO**

(Address of principal executive offices)

80112
(Zip Code)

(303) 723-1000

(Registrant's telephone number, including area code)

DISH DBS CORPORATION

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(Exact name of registrant as specified in its charter)

COLORADO

(State or other jurisdiction of
incorporation)

333-31929

(Commission File Number)

84-1328967

(IRS Employer
Identification No.)

**9601 SOUTH MERIDIAN BLVD.
ENGLEWOOD, COLORADO**

(Address of principal executive offices)

80112

(Zip Code)

(303) 723-1000

(Registrant's telephone number, including area code)

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 7.01 Regulation FD Disclosure.

On May 14, 2013, DISH Network Corporation ("DISH Network") issued a press release announcing the intention of its subsidiary, DISH DBS Corporation ("DISH DBS"), to offer, subject to market and other conditions, approximately \$2.5 billion aggregate principal amount of its senior notes. The notes will only be offered and sold to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act") and in offshore transactions in accordance with Regulation S under the Securities Act. The net proceeds of the offering will be placed into escrow. The net proceeds from the sale of the notes in this offering will be released from escrow to make a cash distribution to DISH Network to finance a portion of the cash consideration for DISH Network's proposed merger with Sprint Nextel Corporation ("Sprint"). If the proposed merger with Sprint does not occur on or prior to the escrow end date, or if DISH DBS elects at any time on or prior to the escrow end date, DISH DBS will redeem all of the notes. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

In connection with the marketing of the notes by DISH DBS, DISH DBS made the following statement: "DISH Network has had multiple meetings and communications with the advisors to the Special Committee of the Board of Directors of Sprint, as well as with senior members of Sprint's management team. DISH Network has provided information and documentation in response to all of their questions and is unaware of any items that remain outstanding."

The information contained in this Item 7.01 is being furnished and shall not be deemed "filed" with the Securities and Exchange Commission or otherwise incorporated by reference into any registration statement or other document filed pursuant to the Securities Act or the Securities Exchange Act of 1934, as amended.

Certain statements incorporated by reference in this Current Report on Form 8-K 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. Neither DISH Network nor DISH DBS undertakes any obligation to update forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit 99.1 Press Release "DISH Network Announces Debt Offering" dated May 14, 2013

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

DISH NETWORK CORPORATION

DISH DBS CORPORATION

Date: May 14, 2013

By: /s/R. Stanton Dodge
R. Stanton Dodge
Executive Vice President, General Counsel and
Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| Exhibit 99.1 | Press Release DISH Network Announces Debt Offering dated May 14, 2013 |