

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

NEVADA
(State or other jurisdiction
of incorporation or
organization

88-03369997
(I.R.S. Employer
Identification No.)

90 Inverness Circle East
Englewood, Colorado 80112
(303) 799-8222
(Address of principal executive offices)

EchoStar Communications Corporation
1996 Launch Bonus Plan
(Full Title of Plan)

DAVID K. MOSKOWITZ
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
EHOSTAR COMMUNICATIONS CORPORATION
90 INVERNESS CIRCLE EAST
ENGLEWOOD, COLORADO 80112
(303) 799-8222 EXT. 5323

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

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM	
			AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
Class A Common Stock, \$0.01 par value.....	8,000 shares	\$24.25(1)	\$194,000.00	\$100.00

(1) This calculation is made solely for the purpose of determining the amount of the registration fee and, in accordance with Rule 457(h) under the Securities Act of 1933, is based upon the average of the high and low prices of the Class A Common Stock as quoted in Nasdaq as of September 6, 1996.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1996, the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1996 and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995 (Commission File No. 0-26176) are hereby incorporated in this Registration Statement by reference. In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement and prior to the filing of a Post-Effective Amendment to the Registration Statement indicating that all securities offered under the Registration Statement have been sold, or deregistering all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing such documents. The description of the Company's Class A Common Stock contained in the Company's Registration Statement on Form 8-A, declared effective June 20, 1995, pursuant to Section 12 of the Exchange Act is also incorporated herein by this reference.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The Company's combined and consolidated financial statements dated as of December 31, 1994 and 1995, and for each of the three years in the period ended December 31, 1995, included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995, Commission File No. 0-26176, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated herein by reference in reliance upon the authority of said firm as experts in giving said report.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Articles of Incorporation of the Company provide for indemnification of the officers and directors of the Company to the fullest extent permitted by Section 78.751 of the Nevada General Corporation Law. The Registrant maintains certain insurance policies for its directors and officers against any loss arising from any claim asserted against them in such capacities, subject to certain exclusions.

ITEM 8. EXHIBITS

- 4.1 Specimen Share Certificate.*
- 4.2 Articles of Incorporation of the Company.*
- 4.3 Bylaws of the Company.*
- 4.4 Summary of 1996 Launch Bonus Plan.
- 5.1 Opinion and Consent of David K. Moskowitz.
- 23.1 Consent of David K. Moskowitz. See Exhibit 5.1.
- 23.2 Consent of Arthur Andersen LLP.
- 24 Power of Attorney.

* Incorporated by reference to the Company's Registration Statement on Form S-1, Registration Number 33-91276.

ITEM 9. UNDERTAKINGS

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; (2) that for

relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on September 6, 1996.

ECHOSTAR COMMUNICATIONS CORPORATION

By /s/ DAVID K. MOSKOWITZ

 David K. Moskowitz
 SENIOR VICE PRESIDENT, GENERAL
 COUNSEL
 AND SECRETARY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
* ----- Charles W. Ergen	President, Chief Executive Officer, Chairman and Director (Principal Executive Officer)	September 6, 1996
* ----- Steven B. Schaver	Vice President and Chief Financial Officer (Principal Financial Officer)	September 6, 1996
* ----- J. Allen Fears	Vice President, Treasurer and Controller (Principal Accounting Officer)	September 6, 1996
* ----- R. Scott Zimmer	Director	September 6, 1996

*

----- Director September 6,
James DeFranco 1996

*

----- Director September 6,
Raymond L. Friedlob 1996

*

----- Director September 6,
Alan M. Angelich 1996

*By: /s/ J. ALLEN
FEARS

J. Allen Fears
ATTORNEY-IN-FACT

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
4.1	Specimen Share Certificate.*
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5.1	Opinion and Consent of David K. Moskowitz.
23.1	Consent of David K. Moskowitz. See Exhibit 5.1.
23.2	Consent of Arthur Andersen LLP.
24	Power of Attorney.

* Incorporated by reference to the Company's Registration Statement on Form S-1,
Registration Number 33-91276.

EXHIBIT 4.4

EXHIBIT 4.4

SUMMARY
OF
1996 LAUNCH BONUS PLAN

In recognition of the dedication and hard work of employees of EchoStar Communications Corporation (the "Corporation") and of its subsidiaries in anticipation of the launch of EchoStar II, the Board of Directors of the Corporation awarded to each employee who had been with the Corporation or any of its subsidiaries for at least ninety (90) days on September 10, 1996, ten (10) shares of the Corporation's Class A Common Stock. The award is a special one-time grant.

EXHIBIT 5.1

[Letterhead]

September 6, 1996

EchoStar Communications Corporation
90 Inverness Circle East
Englewood, CO 80112

Re:Registration Statement on Form S-8 (the "Registration Statement")

Gentlemen:

I am Senior Vice President, Corporate Secretary and General Counsel of EchoStar Communications Corporation, a Nevada corporation formed in April 1995 (the "Company"), and have acted as such in connection with the authorization to issue up to 8,000 shares of the Company's Class A Common Stock, \$0.01 par value (the "Common Shares"), issued or to be issued under the 1996 Launch Bonus Plan of the Company (the "Plan"). I have reviewed originals, or copies certified or otherwise identified to my satisfaction as copies of originals, of the various proceedings taken by the Company to effect such authorizations, and have examined such other agreements, instruments, documents and corporate records of the Company as I have deemed necessary or appropriate as a basis for the opinion hereinafter expressed.

Based upon the foregoing and having regard for such legal considerations as I deem relevant, I am of the opinion that the Common Shares of the Company issuable pursuant to the Plan have been duly authorized for issuance and will be legally issued, fully paid and non-assessable when issued as provided in the Plan.

I am admitted to practice only in the State of Colorado and do not purport to be an expert on the laws of any other jurisdiction other than the laws of the State of Colorado and Federal law.

I consent to the filing of this opinion as an exhibit to the Registration Statement relating to the Plan.

Very truly yours,

/s/ DAVID K. MOSKOWITZ

David K. Moskowitz
Senior Vice President, Corporate Secretary
and General Counsel

DKM:es

EXHIBIT 23.2

EXHIBIT 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report and to all references to our Firm included in or made a part of this Registration Statement.

ARTHUR ANDERSEN LLP

Denver, Colorado,
September 6, 1996.

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each director and officer whose signature appears below constitutes and appoints each of J. Allen Fears and David K. Moskowitz, as true and lawful attorneys-in-fact and agents, in any and all capacities to sign a Registration Statement on Form S-8 (and, if any, any and all amendments, including pre-effective and post-effective amendments thereto) in relation to an offering by EchoStar Communications Corporation (the "Corporation") of up to 8,000 shares of the Corporation's Class A Common Stock to employees of the Corporation who have been with the Corporation or its subsidiaries for at least ninety (90) days pursuant to the 1996 Launch Bonus Plan of the Corporation, and to file the same with all exhibits thereto, and other documents in connection therewith with the Securities Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do all such other acts and execute all such other documents as he may deem necessary or desirable in connection with the foregoing, as fully as if the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Power of Attorney has been signed by the following persons in the capacities indicated as of September 6, 1996.

Signature -----	Title -----
/s/ CHARLES W. ERGEN ----- Charles W. Ergen	Chairman, Chief Executive Officer and President (Principal Executive Officer)
/s/ STEVEN B. SCHAUER ----- Steven B. Schauer	Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ J. ALLEN FEARS ----- J. Allen Fears	Vice President, Treasurer and Controller (Principal Accounting Officer)
/s/ R. SCOTT ZIMMER ----- R. Scott Zimmer	Director
/s/ JAMES DEFRANCO ----- James DeFranco	Director
/s/ RAYMOND L. FRIEDLOB -----	Director

Raymond L. Friedlob

/s/ ALAN M. ANGELICH

Director

Alan M. Angelich