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ECHOSTAR COMMUNICATIONS CORP

Form 424B3

April 09, 2002

PROSPECTUS SUPPLEMENT #2
(TO PROSPECTUS DATED JANUARY 25, 2002)

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-68618

ECHOSTAR COMMUNICATIONS CORPORATION
\$1,000,000,000
5 3/4% CONVERTIBLE SUBORDINATED NOTES DUE 2008

This prospectus supplement relates to the offer and sale from time to time by certain selling securityholders of our 5 3/4% Convertible Subordinated Notes due 2008 and the shares of our class A common stock into which the convertible notes are convertible.

This prospectus supplement should be read in conjunction with the prospectus dated January 25, 2002, and supplement no. 1 to the prospectus dated March 7, 2002, each of which is to be delivered with this prospectus supplement. The definitions for any capitalized terms used in this prospectus supplement are included in the prospectus.

SELLING SECURITYHOLDERS

The information in the table included under the heading "Selling Securityholders" in the prospectus is superseded in part by the information appearing in the following table:

NAME -----	PRINCIPAL AMOUNT OF CONVERTIBLE NOTES BENEFICIALLY OWNED AND OFFERED HEREBY -----	SHARES OF CLASS A COMMON STOCK OWNED PRIOR TO THE OFFERING -----
Banc of America Securities LLC	\$2,000,000	
Jefferies and Company Inc.	\$4,000,000	
One Wall Street Partners L.P.	\$14,000	
PSAM Alegro Partners	\$87,000	
PSAM GPS Fund Ltd.	\$76,000	
PSAM GPS Minneapolis TMA LLC	\$26,000	
PSAM GPS Texas LLC	\$18,000	
PSAM Panorama Fund Ltd.	\$447,000	
PSAM Worldarb Fund Ltd.	\$184,000	
PSAM Worldarb Partners L.P.	\$135,000	
Sagamore Hill Hub Fund Ltd.	\$3,500,000	
Spartan Partners L.P.	\$200,000	
UBS Warburg LLC	\$62,205,000	
West Bay International Company	\$296,000	
WSCI Limited Partnership L.P.	\$517,000	
Other current and future holders of convertible notes (2)	\$(353,088,360)	

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- (1) Assumes a conversion price of \$43.29 per share and the payment of cash in lieu of fractional shares.

 - (2) Information concerning other selling securityholders, including current holders of convertible notes for which we have not received current information regarding their holdings of convertible notes and class A common stock, or information reflecting transfers of their convertible notes and class A common stock to other selling securityholders, will be included in supplements to this prospectus, if required. For purposes of this table, we have assumed that such holders do not beneficially own any other shares of class A common stock, other than the shares issuable upon conversion of the convertible notes.

SEE "RISK FACTORS" BEGINNING ON PAGE 11 OF THE PROSPECTUS FOR CERTAIN RISKS YOU SHOULD CONSIDER BEFORE YOU PURCHASE ANY CONVERTIBLE NOTES OR SHARES OF CLASS A COMMON STOCK.

Neither the SEC nor any state securities commission has approved or determined whether the prospectus or this prospectus supplement is truthful or complete. Nor have they made, nor will they make, any determination as to whether anyone should buy these securities. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 9, 2002