
**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): **July 29, 2009**

LIBERTY MEDIA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33982
(Commission
File Number)

84-1288730
(I.R.S. Employer
Identification No.)

12300 Liberty Blvd.
Englewood, Colorado 80112
(Address)



The following exhibits and schedules to Amendment No. 1 to the Agreement and Plan of Merger, dated as of July 29, 2009, by and among Liberty Media Corporation, Liberty Entertainment, Inc., The DIRECTV Group, Inc., DIRECTV, DTVG One, Inc., and DTVG Two, Inc. have not been provided herein:

Exhibits:

Exhibit A-1—Form of Amended and Restated Certificate of Incorporation of Holdings

Exhibit A-2—Form of Bylaws of Holdings

Exhibit A-3—Form of Restated Certificate of Incorporation of Splitco

Exhibit A-4—Certificate of Amendment of the By-Laws of DIRECTV

Schedules:

Schedule 4.1—Restructuring Plan

Schedule 4.2—Allocation of Exercise and Base Prices

The undersigned registrant hereby undertakes to furnish supplementally a copy of any omitted exhibit or schedule to the Securities and Exchange Commission upon request.



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The Malones have delivered to DIRECTV, Splitco and Holdings a copy of the Malones' Certificate of Ownership (COO) representing the Malone Holdings Shares, and the related actions thereto, shall be completed by the Exchange Agent (as if at the Merge Effective Time) pursuant to the procedures set forth in Section 2.2 of the Merger Agreement."

Section 10(b) of the Malone Agreement is hereby deleted and replaced in its entirety to read as follows:

2.8 Section 10(b) of the Malone Agreement is hereby deleted and replaced in its entirety to read as follows:

“(b) *Malone Certificate and S-4 Malone Certificate.* (i) The parties acknowledge that it is a condition to DIRECTV’s obligation to consummate the Mergers that Dr. Malone has delivered to DIRECTV the certificate (the “*Malone Certificate*”) specified in Section 7.2(g) of the Merger Agreement. DIRECTV, Splitco and Holdings acknowledge that Dr. Malone is under no obligation, express or implied, to deliver the Malone Certificate (regardless of whether the S-4 Malone Certificate (as defined below) is delivered in accordance with clause (ii) below) if the statements therein are not believed by him in good faith to be true as of such date delivered by such t

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the date first above written.

LIBERTY ENTERTAINMENT, INC.

By: /s/ CHARLES Y. TANABE
Name: Charles Y. Tanabe
Title: Executive Vice President

DIRECTV

By: /s/ LARRY D. HUNTER
Name: Larry D. Hunter
Title: President and Chief Executive Officer

/s/ DR. JOHN C. MALONE
Dr. John C. Malone, individually

/s/ MRS. LESLIE MALONE
Mrs. Leslie Malone, individually

THE TRACY L. NEAL TRUST A

By: /s/ DAVID THOMAS
Name: David Thomas
Title: Trustee

THE EVAN D. MALONE TRUST A

By: /s/ DAVID THOMAS
Name: David Thomas
Title: Trustee

THE DIRECTV GROUP, INC.

By: /s/ LARRY D. HUNTER
Name: Larry D. Hunter
Title: President and Chief Executive Officer

The following exhibit to Amendment No. 1 to the Voting and Right of First Refusal Agreement, dated as of July 29, 2009, by and among Liberty Entertainment, Inc., The DIRECTV Group, Inc., DIRECTV, Dr. John C. Malone, Mrs. Leslie Malone, The Tracy L. Neal Trust A and The Evan D. Malone Trust A has not been provided herein:

Exhibit:

Exhibit A—S-4 Malone Certificate

The undersigned registrant hereby undertakes to furnish supplementally a copy of any omitted exhibit or schedule to the Securities and Exchange Commission upon request.
