



\$.01 per share ("Series B Liberty Entertainment common stock", together with the Series A Liberty Entertainment common stock, "Liberty Entertainment common stock"), to the Series B Liberty Starz common stock, par value \$.01 per share ("Series B Liberty Starz common stock", together with the Series A Liberty Starz common stock, "Liberty Starz common stock");

- update the definition of the renamed Starz Group to reflect the composition of that group after giving effect to the split-off of a majority of the assets and liabilities of the Entertainment Group immediately prior to the redesignation; and
- update the definitions of the Capital Group and the Interactive Group to give effect to the change in the attribution of businesses to each of these groups since the effective date of the Registrant's existing charter.

The Amended Charter was filed with the Secretary of State of the State of Delaware on November 19, 2009.

This Amendment No. 1 hereby amends the Company's Registration Statement on Form S-8 (File No. 333-149545), filed with the Commission on March 5, 2008, to reflect the Redesignation and the pro rata reduction in the number of shares of Liberty Starz common stock outstanding following the Split-Off.

#### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

**Note:** The document(s) containing the employee benefit plan information required by Item 1 of Part I of this Form and the statement of availability of registrant information and other information required by Item 2 of Part I of this Form will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 under the Securities Act and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Company will maintain a file of such documents in accordance with the provisions of Rule 428 under the Securities Act. Upon request, the Company will furnish to the Commission or its staff a copy or copies of all the documents included in such file.

#### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents, previously filed with the Commission by the Company pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference.

- (i) Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 27, 2009, and as amended by Amendment No.2 on Form 10-K/A filed on April 29, 2009;

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- (ii) The following Quarterly Reports on Form 10-Q: Filed on August 7, 2009, May 8, 2009 and November 9, 2009;

(iii) The following Current Reports on Form 8-K: Items 2.01, 3.03 and 9.01 filed on November 20, 2009, Item 5.04 filed on November 18, 2009, Items 8.01 and 9.01 filed on November 17, 2009, Items 8.01 and 9.01 filed on November 10, 2009, Items 8.01 and 9.01 filed on November 5, 2009, Items 8.01 and 9.01 filed on October 28, 2009, Items 8.01 and 9.01 filed on October 23, 2009, Items 8.01 and 9.01 filed on October 22, 2009, Items 8.01 and 9.01 filed on October 13, 2009, Items 1.01, 8.01, and 9.01 filed on October 2, 2009, Items 8.01 and 9.01 filed on September 8, 2009, Items 8.01 and 9.01 filed on September 3, 2009, Item 5.02 filed on August 13, 2009, Items 8.01, and 9.01 filed on August 7, 2009, Item 5.02 filed on August 3, 2009, Items 1.01 and 9.01 filed on July 30, 2009, Items 8.01 and 9.01 filed on July 20, 2009, Items 1.01, 2.03, 8.01 and 9.01 filed on June 19, 2009, Items 8.01, and 9.01 filed on June 3, 2009, Items 8.01 and 9.01 filed on May 21, 2009, Items 8.01 and 9.01 filed on May 12, 2009, Items 8.01, and 9.01 filed on May 8, 2009, Items 1.01 and 9.01 filed on May 6, 2009, Items 8.01 and 9.01 filed on February 25, 2009; and

- (iv) The description of the Series A Liberty Starz common stock contained in the Company's Amendment No. 2 on Form 8-A/A filed under the Exchange Act on November 20, 2009 (File No. 001-33982), and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than any report or portion thereof furnished or deemed furnished under any Current Report on Form 8-K) prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and shall be deemed to be a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents enumerated above or subsequently filed by Liberty pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in this Registration Statement, in an amendment hereto or in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement shall be incorporated herein.

manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. A corporation may similarly indemnify such person for expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of any such action or suit by or in the right of the corporation, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in the case of claims, issues and matters as to which such person shall have been adjudged liable to the corporation, provided that a court shall have determined, upon application, that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 102(b)(7) of the DGCL provides, generally, that the certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision may not eliminate or limit the liability of a director (i) for any breach of the duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of Title 8 of the Delaware Code.



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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Liberty Media Corporation



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