

VIVENDI UNIVERSAL
Form SC 13D/A
December 26, 2002

[CS&M Draft--12/23/02]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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SCHEDULE 13D/A
Under the Securities Exchange Act of 1934

EchoStar Communications Corporation
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

282762109
(CUSIP Number)

Jacques Espinasse
Chief Financial Officer
Vivendi Universal, S.A.
42, Avenue de Friedland
75380 Paris Cedex 08 France
33-1-7171-1713
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

Copy to:
Faiza J. Saeed, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

December 23, 2002
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- (1) Names of Reporting Persons
 I.R.S. Identification Nos. of Above Persons

 Vivendi Universal, S.A.
- (2) Check the Appropriate Box if a Member of a Group

 (a)
 (b)
- (3) SEC Use Only
- (4) Source of Funds

 Not applicable.
- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to
 Items 2(d) or 2(e)
- (6) Citizenship or Place of Organization

 France

Number of Shares Beneficially Owned by Each Reporting Person With:

- | | | |
|------|--|-------------------|
| (7) | Sole Voting Power | 57,604,790 shares |
| (8) | Shared Voting Power | 0 shares |
| (9) | Sole Dispositive Power | 57,604,790 shares |
| (10) | Shared Dispositive Power | 0 shares |
| (11) | Aggregate Amount Beneficially Owned
by Each Reporting Person | 57,604,790 shares |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares
[] | |
| (13) | Percent of Class Represented by Amount in Row (11) | 19.2%(1) |
| (14) | Type of Reporting Person (See Instructions)

CO | |

(1) Based on information provided by EchoStar Communications Corporation (the "Company") that 242,353,739 shares of Class A Common Stock, par value \$0.01 per share ("Common Stock") of the Company were outstanding as of November 11, 2002, and assuming conversion of all shares of Series D mandatorily convertible participating preferred stock (the "Preferred Stock") beneficially owned by the Reporting Persons. According to the Company, there were 238,435,208 shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock") of the Company outstanding as of November 11, 2002.

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Because such Class B Common Stock is convertible on a one-for-one basis into Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Common Stock and conversion of all shares of Preferred Stock beneficially owned by the Reporting Persons, the percentage of the Common Stock that the Reporting Persons may be deemed to have beneficial ownership of would be approximately 10.69%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Persons beneficially own equity securities of the Company representing approximately 2.14% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Groupe Canal+

- (2) Check the Appropriate Box if a member of a Group

(a)

(b)

- (3) SEC Use Only

- (4) Source of Funds

Not applicable.

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

- (6) Citizenship or Place of Organization

France

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power 57,604,790 shares

- (8) Shared Voting Power 0 shares

- (9) Sole Dispositive Power 57,604,790 shares

- (10) Shared Dispositive Power 0 shares

- (11) Aggregate Amount Beneficially Owned
by Each Reporting Person 57,604,790 shares

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

- (13) Percent of Class Represented by Amount in Row (11) 19.2%(2)

- (14) Type of Reporting Person (See Instructions)

CO

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(2) Based on information provided by the Company that 242,353,739 shares of Common Stock of the Company were outstanding as of November 11, 2002, and assuming conversion of all shares of Preferred Stock beneficially owned by the Reporting Persons. According to the Company, there were 238,435,208 shares of Class B Common Stock of the Company outstanding as of November 11, 2002. Because such Class B Common Stock is convertible on a one-for-one basis into Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Common Stock and conversion of all shares of Preferred Stock beneficially owned by the Reporting Persons, the percentage of the Common Stock that the Reporting Persons may be deemed to have beneficial ownership of would be approximately 10.69%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Persons beneficially own equity securities of the Company representing approximately 2.14% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

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- (1) Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons

Financiere De Videocommunication

- (2) Check the Appropriate Box if a member of a Group

(a)

(b)

- (3) SEC Use Only

- (4) Source of Funds

Not applicable

- (5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

- (6) Citizenship or Place of Organization

France

Number of Shares Beneficially Owned by Each Reporting Person With:

- | | | |
|------|---|-------------------|
| (7) | Sole Voting Power | 57,604,790 shares |
| (8) | Shared Voting Power | 0 shares |
| (9) | Sole Dispositive Power | 57,604,790 shares |
| (10) | Shared Dispositive Power | 0 shares |
| (11) | Aggregate Amount Beneficially Owned
by Each Reporting Person | 57,604,790 shares |

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- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
[]
- (13) Percent of Class Represented by Amount in Row (11) 19.2%(3)
- (14) Type of Reporting Person (See Instructions)
CO

(3) Based on information provided by the Company that 242,353,739 shares of Common Stock of the Company were outstanding as of November 11, 2002, and assuming conversion of all shares of Preferred Stock beneficially owned by the Reporting Persons. According to the Company, there were 238,435,208 shares of Class B Common Stock of the Company outstanding as of November 11, 2002. Because such Class B Common Stock is convertible on a one-for-one basis into Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Common Stock and conversion of all shares of Preferred Stock beneficially owned by the Reporting Persons, the percentage of the Common Stock that the Reporting Persons may be deemed to have beneficial ownership of would be approximately 10.69%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Persons beneficially own equity securities of the Company representing approximately 2.14% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

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AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1 (this "Amendment") which amends the statement on Schedule 13D ("Schedule 13D") relating to the Class A Common Stock, par value \$0.01 per share (the "Common Stock"), of EchoStar Communications Corporation, a Nevada corporation (the "Company") as previously filed on January 31, 2002, by Financiere De Videocommunication, a societe anonyme organized under the laws of France ("Financiere"), Groupe Canal+, a societe anonyme organized under the laws of France ("Groupe Canal+") and Vivendi Universal S.A., a societe anonyme organized under the laws of France ("Vivendi Universal"; Financiere, Groupe Canal+ and Vivendi Universal, collectively referred to herein as the "Reporting Persons") is filed pursuant to Rule 13d-2 under the Securities Exchange Act of 1934, as amended. The purpose of this Amendment is to reflect the sale of Common Stock by Financiere as noted in Item 5.

ITEM 1. SECURITY AND ISSUER.

This Amendment relates to the Class A Common Stock, par value \$0.01 per share, of the Company. The address of the principal executive offices of the Company is 5701 South Santa Fe Drive, Littleton, Colorado 80120.

ITEM 2. IDENTITY AND BACKGROUND.

(a) The names of the persons filing this Amendment are Financiere de

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Videocommunication, a societe anonyme organized under the laws of France, Groupe Canal+, a societe anonyme organized under the laws of France, and Vivendi Universal, S.A., a societe anonyme organized under the laws of France.

(b) The address of the principal office and principal place of business of Financiere is 85-89 Quai Andre Citroen, 75015 Paris, France, the address of the principal office and principal place of business of Groupe Canal+ is 85-89 Quai Andre Citroen, 75711 Paris Cedex 15, France and the address of the principal office and the principal place of business of Vivendi Universal is 42, Avenue de Friedland, 75380 Paris Cedex 08, France.

(c) Vivendi Universal is a company engaged in the media, communications and environmental services businesses. Set forth in Schedule A hereto, which is incorporated herein by reference, is the name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and citizenship, of each of Vivendi Universal's directors and executive officers, as of the date hereof. Other than such directors and executive officers, there are no persons controlling Vivendi Universal.

Groupe Canal+ is a company principally engaged, directly or through its subsidiaries, in the production and distribution of film and pay-television programming in Europe, and the provision of software technology for digital television networks. Set forth in Schedule B hereto, which is incorporated herein by reference, is the name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and citizenship, of each of Groupe Canal+'s directors and executive officers, as of the date hereof.

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Financiere is a company engaged in no operations, other than the acquisition of certain assets from time to time, on behalf of Groupe Canal+. Set forth in Schedule C hereto, which is incorporated herein by reference, is the name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and citizenship, of each of Financiere's directors and executive officers, as of the date hereof.

(d) During the past five years, neither Vivendi Universal nor, to Vivendi Universal's knowledge, any person named in Schedule A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the past five years, neither Groupe Canal+ nor, to Groupe Canal+'s knowledge, any person named in Schedule B has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the past five years, neither Financiere nor, to Financiere's knowledge, any person named in Schedule C has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, neither Vivendi Universal nor, to Vivendi Universal's knowledge, any person named in Schedule A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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During the past five years, neither Groupe Canal+ nor, to Groupe Canal+'s knowledge, any person named in Schedule B has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the past five years, neither Financiere nor, to Financiere's knowledge, any person named in Schedule C has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Not applicable.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable. This Amendment is filed to report the sale of Common Stock by Financiere as noted in Item 5.

ITEM 4. PURPOSE OF THE TRANSACTION

Not applicable. This Amendment is filed to report the sale of Common Stock by Financiere as noted in Item 5.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a)-(b) On December 23, 2002, Financiere, on behalf of and for the sole benefit of Vivendi Universal, sold to the Company 5,760,479 shares of Series D Mandatorily Convertible Participating Preferred Stock, par value \$0.01 per share, which, upon transfer, mandatorily converted into 57,604,790 shares of Common Stock (the "Shares") at an aggregate purchase price of \$1,065,688,615, representing a purchase price per share, in cash, of \$18.50. After sale of the Shares to the Company, the Reporting Persons do not own, as of the date hereof, any shares of Common Stock and do not have the power to vote or to direct the vote or to dispose or direct the disposition of any shares of Common Stock.

(c) Except as otherwise disclosed herein, to the best knowledge of each of the Reporting Persons, none of the Reporting Persons and no other person named in Schedules A, B and C, has effected any transaction in Common Stock during the past 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock reported in this Item 5.

(e) As of December 23, 2002, the Reporting Persons own less than 5% of the outstanding shares of Common Stock. This constitutes the final statement on Schedule 13D regarding beneficial ownership of Common Stock by the Reporting Persons.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS, OR RELATIONSHIPS WITH RESPECT TO THE SECURITIES OF THE ISSUER

The response to Item 6 of Schedule 13D is incorporated by reference in its entirety.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The response to Item 7 of Schedule 13D is incorporated by reference in its entirety.

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SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Dated: December 23, 2002

VIVENDI UNIVERSAL, S.A.

By: /s/ George E. Bushnell III

Name: George E. Bushnell III
Title: Vice President and
Corporate Counsel

GROUPE CANAL+

By: /s/ Xavier Couture

Name: Xavier Couture
Title: Chairman and Chief
Executive Officer

FINANCIERE DE VIDEOCOMMUNICATION

By: /s/ Marc-Andre Feffer

Name: Marc-Andre Feffer
Title: Chairman and Chief
Executive Officer

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SCHEDULE A

Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Vivendi Universal. Unless otherwise indicated, the business address of each person listed below is 42, Avenue de Friedland, 75380 Paris Cedex 08, France.

Position with Vivendi -----	Name and Business Address -----	Citizenship -----
I. Directors		
Chairman of the Board	Jean-Rene Fourtou	French
Director	Edgar Bronfman, Jr. Lexa Partners LLC 390 Park Avenue, 4th floor New York, NY 10022	U.S.
Director	Claude Bebear AXA 25, avenue Matignon 75008 Paris France	French
Director	Gerhard Kleisterlee Royal Philips Electronic P.O. Box 77900 Building HBT 14 1070 Amsterdam The Netherlands	German
Director	Dominique Hoenn BNP Paribas 3, rue d'Antin 75009 Paris	French
Director	Edgar M. Bronfman c/o Vivendi Universal 375 Park Avenue, 5th floor New York, NY 10152-0192 USA	U.S.
Director	Marie-Josée Kravis Hudson Institute 625 Park Avenue New York, NY 10021 USA	Canadian
Director	Henri Lachmann Schneider Electric S.A. 43-45 Bd Franklin Roosevelt 92500 Rueil Malmaison France	French

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Position with Vivendi -----	Name and Business Address -----	Citizenship -----
Director	Fernando Falco RACE 10, Jose Abascal 28003 Madrid Spain	Spain

II. Executive Officers
(other than those who are also Directors)

Senior Executive Vice President and Chief Financial Officer	Jacques Espinasse	French
Senior Executive Vice President, Human Resources	Andrew Kaslow	U.S.
Senior Executive Vice President, Divestitures, Mergers and Acquisitions	Robert de Metz	French
Chief Operating Officer	Jean-Bernard Levy	French
Director of Communication	Michael Bourgeois	French
Executive Vice President and General Counsel	Jean-Francois Dubos	French

SCHEDULE B

Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Groupe Canal+. Unless otherwise indicated, the business address of each person listed below is 85-89 Quai Andre Citroen, 75711 Paris Cedex 15, France.

Position with Vivendi -----	Name and Business Address -----	Citizenship -----
Member of the Supervisory Board, Chairman of the Board of Vivendi Universal	Jean-Rene Fournio c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French
Member of the Supervising Board,	Erik Orsenna	French

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Vice Chairman of Association des
Salaries de Canal +.

Member of the Supervisory Board, Executive Vice President and General Counsel of Vivendi Universal	Jacques Espinasse c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French
Member of the Supervisory Board, Senior Executive Vice President and Chief Financial Officer of Vivendi Universal	Jean-Bernard Levy c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French
Member of the Supervisory Board, Chief Operating Officer of Vivendi Universal	Jean-Francios Dubos c/o Vivendi Universal 42, avenue de Friedland 75380 Paris, Cedex 08, France	French
Member of the Executive Board, Chairman	Xavier Couture	French
Member of the Executive Board, Vice Chairman, Chairman and CEO of Financiere	Marc-Andre Feffer	French
Member of the Executive Board	Alain de Greef	French
Member of the Executive Board, President and Chief Operating Officer of Universal Studios Inc	Ron Meyer Universal Studios Inc 100 Universal City Plaza Building 1280, 14th Floor Universal City CA 91608-1085, U.S.	U.S.

SCHEDULE C

Set forth below is the name, business address, principal occupation or employment and citizenship of each director and executive officer of Financiere. Unless otherwise indicated, the business address of each person listed below is 85-89 Quai Andre Citroen, 75015 Paris, France.

Position with Vivendi -----	Name and Business Address -----	Citizenship -----
Chairman of the Board, Vice Chairman of Groupe Canal+	Marc-Andre Feffer	French
Director	Thomas Christin	French
Director	Fabrice Faux	French