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LIBERTY MEDIA CORP /DE/
Form S-3
July 06, 2001

1

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 6, 2001
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

LIBERTY MEDIA CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE	4841	84-1288730
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification code number)	(I.R.S. Employer Identification No.)

9197 SOUTH PEORIA STREET,
ENGLEWOOD, COLORADO 80112,
(720) 875-5400
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

CHARLES Y. TANABE, ESQ.
LIBERTY MEDIA CORPORATION
9197 SOUTH PEORIA STREET
ENGLEWOOD, COLORADO 80112
(720) 875-5400
(Name, address, including zip code, and
telephone number, including area code, of
agent for service)

Copy To:
ROBERT W. MURRAY JR., ESQ.
BAKER BOTTS L.L.P.
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022-6030
(212) 705-5000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon
as practicable after the effective date hereof.

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, check the following box:

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier registration statement for the same
offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	AMOUNT TO BE REGISTERED
3 1/2% Senior Exchangeable Debentures due 2031.....	\$600,000,000	100%(1)	\$15,000,000

(1) Exclusive of accrued interest. Estimated pursuant to Rule 457 under the Securities Act of 1933 solely for the purpose of calculating the registration fee.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

2

PROSPECTUS

\$600,000,000

LIBERTY MEDIA CORPORATION [LIBERTY LOGO]
 3 1/2% SENIOR EXCHANGEABLE DEBENTURES DUE 2031
 (Exchangeable for Motorola Inc. Common Stock or cash based on the value of that stock)

This prospectus relates to \$600,000,000 original principal amount of our 3 1/2% senior exchangeable debentures due 2031, which may be sold from time to time by the selling security holders named herein.

The debentures are exchangeable by the holders for the exchange market value of the reference shares, calculated as described in this prospectus. The reference shares currently consist of 36.8189 shares of Motorola Inc. common stock per debenture.

In addition to paying interest on the debentures, we will distribute, as an

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additional distribution on each debenture, cash or securities (other than common equity securities) that correspond to any dividends, distributions or other payments made in respect of the reference shares. If any common equity securities are distributed in respect of the reference shares, those securities will themselves become reference shares.

We may redeem the debentures at any time beginning on and after January 15, 2006, at the redemption prices described in this prospectus.

The debentures were initially sold by us in a private placement to qualified institutional buyers and pursuant to offers and sales that occurred outside the United States in accordance with Regulation S under the Securities Act of 1933. This prospectus has been made available to the selling security holders in fulfillment of our obligations under a registration rights agreement.

The selling security holders may offer and sell the debentures directly to purchasers or through underwriters, brokers, dealers or agents, who may receive compensation in the form of discounts, concessions or commissions. The debentures may be sold in one or more transactions at fixed or negotiated prices or at prices based on prevailing market prices at the time of sale.

We will not receive any proceeds from the sale of the debentures by the selling security holders. We are, however, responsible for the costs of registering, under the Securities Act of 1933, the offer and sale of the debentures by the selling security holders.

INVESTING IN THE DEBENTURES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 6.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is July , 2001

3

TABLE OF CONTENTS

PROSPECTUS SUMMARY.....	1
RISK FACTORS.....	6
USE OF PROCEEDS.....	12
MOTOROLA INC.....	12
PRICE RANGE AND DIVIDEND HISTORY OF THE MOTOROLA STOCK.....	13
SELLING SECURITY HOLDERS.....	14
DESCRIPTION OF THE DEBENTURES.....	20
SUMMARY OF REGISTRATION RIGHTS OF SELLING SECURITY HOLDERS.....	43
CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS.....	44
PLAN OF DISTRIBUTION.....	48
LEGAL MATTERS.....	49
EXPERTS.....	49
WHERE TO FIND MORE INFORMATION.....	49

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER RSA 421-B WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE

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STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATION OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE OR CAUSE TO BE MADE TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

i

4

PROSPECTUS SUMMARY

The following summary highlights selected information from this prospectus to help you understand Liberty and the debentures. For a more complete understanding of Liberty and the debentures, we encourage you to read this entire document, including the "Risk Factors" section, and all of the documents that we incorporate by reference into this prospectus. All references to "Liberty," "we," "us" and words to similar effect refer to Liberty Media Corporation and, unless the context indicates otherwise, its consolidated subsidiaries.

LIBERTY MEDIA CORPORATION

We are a leading media, entertainment and communications company with interests in a diverse group of public and private companies that are market leaders in their respective industries. Our subsidiaries and business affiliates are engaged in a broad range of programming, communications, technology and Internet businesses and have some of the most recognized and respected brands. These brands include Encore, STARZ!, Discovery, TV Guide, Fox, USA, QVC, CNN, TBS, Motorola and Sprint PCS.

Our management team, led by Dr. John C. Malone, our Chairman, and Mr. Robert R. Bennett, our President and Chief Executive Officer, has extensive expertise in creating and developing new businesses and opportunities for our subsidiaries and business affiliates and in building scale, brand power and market leadership. This expertise dates back to the mid-1980s when members of our management were instrumental in identifying and executing strategic transactions to provide TCI, our former parent, with quality programming for its cable television systems. Today, our management team continues to leverage its expertise and industry relationships on behalf of our subsidiaries and business affiliates to identify and execute strategic transactions that improve the value of their businesses and that allow us to take full advantage of new developments in consumer and technological trends.

The media, entertainment and communications industries are currently undergoing tremendous changes due in part to the growth of new distribution technologies, led by the Internet and the implementation of digital compression. The growth in distribution technologies has, in turn, created strong demand for an ever increasing array of multimedia products and services. We are working with our subsidiaries and business affiliates to extend their established brands, quality content and networks across multiple distribution platforms to keep them at the forefront of these ongoing changes.

The following table lists our principal subsidiaries and business affiliates and our direct equity interests or indirect attributed equity interests, based on ownership of capital stock. Our direct or attributed equity interest in a particular company does not necessarily represent our voting interest in that company. Our indirect attributed interest is determined by multiplying our ownership interest in the holder of an equity interest by that

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equity holder's ownership interest in the listed subsidiary or business affiliate. The ownership percentages are approximate, calculated as of May 15, 2001, and, in the case of convertible securities we hold, assume conversion to common stock by us and, to the extent known by us, other holders. In some cases our interest is subject to buy/sell procedures, rights of first refusal or other obligations.

SUBSIDIARY/BUSINESS AFFILIATE -----	ATTRIBUTED OWNERSHIP % -----
Starz Encore Group LLC.....	100%
Liberty Digital, Inc.	92%
Discovery Communications, Inc.	49%
QVC Inc.	42%
Telewest Communications plc.....	25%
Sprint PCS Group.....	21%
USA Networks, Inc.	21%
The News Corporation Limited.....	18%
AOL Time Warner Inc.	4%
Gemstar-TV Guide International, Inc.....	4%
Motorola Inc.	4%

1

5

Our principal executive offices are located at 9197 South Peoria Street, Englewood, Colorado 80112. Our main telephone number is (720) 875-5400.

BUSINESS STRATEGY

Our business strategy is to maximize our value by (1) working with the management teams of our existing subsidiaries and business affiliates to grow their established businesses and create new businesses; (2) identifying and executing strategic transactions that improve the value or optimize the efficiency of our assets; and (3) managing our capital structure to maintain liquidity, reduce risk and preserve a prudent