

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2013-01-11**
SEC Accession No. [0001104659-13-002084](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

Liberty Media Corp

CIK: [1507934](#) | IRS No.: **208988475** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-185986** | Film No.: **13525867**
SIC: **4841** Cable & other pay television services

Mailing Address

*12300 LIBERTY BOULEVARD
ENGLEWOOD CO 80112*

Business Address

*12300 LIBERTY BOULEVARD
ENGLEWOOD CO 80112
(720) 875-5400*

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

FORM S-8

**REGISTRATION STATEMENT
Under the Securities Act of 1933**

STARZ

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	12300 Liberty Boulevard Englewood, Colorado 80112 (Address of Principal Executive Offices) (Zip Code)	20-8988475 (I.R.S. Employer Identification No.)
--	---	--

Starz 2011 Incentive Plan
(Full title of plan)

Richard N. Baer, Esq.
Starz
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5400
(Name, Address and Telephone Number, Including Area
Code, of Agent for Service)

Copy to:
Renee L. Wilm, Esq.
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, New York 10112
(212) 408-2500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (3)
Series A Liberty Capital Common Stock, \$.01 Par Value	16,634,000	\$ 121.61	\$ 2,022,860,740.00	\$ 275,919.00

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered and sold pursuant to the Starz 2011 Incentive Plan.
- (2) Based upon the average of the high and low prices reported for the Registrant's Series A Liberty Capital common stock, par value \$.01 per share, on the Nasdaq Global Select Market on January 10, 2013.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement applies to additional shares of Series A Liberty Capital common stock, par value \$.01 per share, of the Registrant (formerly known as Liberty Media Corporation) relating to the Registrant's Starz 2011 Incentive Plan, for which Registration Statement on Form S-8 (File No. 333-179112), as filed on January 20, 2012, is effective.

The contents of the above referenced registration statement is hereby incorporated by reference.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Specimen Certificate for shares of Series A Liberty Capital common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 4.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-4 filed on September 23, 2011 (File No. 333-171201) (the "Form S-4 Post-Effective Amendment"))).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.
23.1	Consent of KPMG LLP.
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney (begins on page II-3).

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on this 11th day of January, 2013.

STARZ

By: /s/ Richard N. Baer
 Name: Richard N. Baer
 Title: Senior Vice President
 and General Counsel

II-2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher W. Shean and Richard N. Baer his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ John C. Malone</u> John C. Malone	Chairman of the Board and Director	January 11, 2013
<u>/s/ Gregory B. Maffei</u> Gregory B. Maffei	Chief Executive Officer (Principal Executive Officer), President and Director	January 11, 2013
<u>/s/ Christopher W. Shean</u> Christopher W. Shean	Chief Financial Officer (Principal Financial and Principal Accounting Officer) and Senior Vice President	January 11, 2013

<u>/s/ Robert R. Bennett</u> Robert R. Bennett	Director	January 11, 2013
<u>/s/ Donne F. Fisher</u> Donne F. Fisher	Director	January 11, 2013
<u>/s/ M. Ian Gilchrist</u> M. Ian Gilchrist	Director	January 11, 2013
<u>/s/ Evan D. Malone</u> Evan D. Malone	Director	January 11, 2013
<u>/s/ David E. Rapley</u> David E. Rapley	Director	January 11, 2013

II-3

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Larry E. Romrell</u> Larry E. Romrell	Director	January 11, 2013
<u>/s/ Andrea L. Wong</u> Andrea L. Wong	Director	January 11, 2013

II-4

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen Certificate for shares of Series A Liberty Capital common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 4.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-4 filed on September 23, 2011 (File No. 333-171201) (the "Form S-4 Post-Effective Amendment"))).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.
23.1	Consent of KPMG LLP.
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney (begins on page II-3).
99.1	Starz 2011 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Form S-4 Post-Effective Amendment).



30 ROCKEFELLER PLAZA
NEW YORK, NEW YORK
10112-4498

TEL +1 212.408.2500
FAX +1 212.408.2501
BakerBotts.com

ABU DHABI
AUSTIN
BEIJING
BRUSSELS
DALLAS
DUBAI
HONG KONG

HOUSTON
LONDON
MOSCOW
NEW YORK
PALO ALTO
RIYADH
WASHINGTON

January 11, 2013

Starz
12300 Liberty Boulevard
Englewood, CO 80112

Re: Starz Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is being furnished in connection with the filing by Starz, a Delaware corporation (the "Company"), with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Company has requested our opinion concerning the status under Delaware law of the 16,634,000 shares (the "Shares") of the Company's Series A Liberty Capital common stock, par value \$.01 per share (the "Series A Common Stock"), included in the Registration Statement, that may be issued pursuant to the terms of the Starz 2011 Incentive Plan (the "Plan").

For purposes of our opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of the following documents:

1. Restated Certificate of Incorporation of the Company, as currently in effect;
2. Bylaws of the Company, as currently in effect;
3. Resolutions of the Company's Board of Directors authorizing the issuance of the Shares pursuant to the terms of the Plan and the preparation and filing of the Registration Statement under the Securities Act; and
4. The Plan.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies and the authenticity of the originals of such copies. We have also assumed that: (i) all of the Shares will be issued for the consideration permitted under the Plan as currently in effect, and none of such Shares will be issued for less than \$.01 per share; (ii) all actions required to be taken under the Plan by the Board of Directors of the Company (or any committee thereof) have been or will be taken by the Board of Directors of the Company (or any committee thereof); and (iii) at the time of issuance of the Shares under the Plan, the Company shall continue to have sufficient authorized and unissued shares of Series A Common Stock reserved for issuance thereunder.

Based upon and subject to the foregoing, we are of the opinion that:

1. The Shares are duly authorized for issuance.
2. If and when any Shares are issued in accordance with the requirements of the Plan and assuming the continued updating and effectiveness of the

Registration Statement and the completion of any necessary action to permit such issuance to be carried out in accordance with applicable securities laws, such Shares will be validly issued, fully-paid and non-assessable.

This opinion is limited to the General Corporation Law of the State of Delaware and federal securities laws. We express no opinion with respect to the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In so doing, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

BAKER BOTTS L.L.P.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Starz (formerly Liberty Media Corporation):

We consent to the incorporation by reference in the registration statement on Form S-8 regarding the Starz 2011 Incentive Plan (formerly Liberty Media Corporation 2011 Incentive Plan) of our report, dated February 23, 2012, with respect to the consolidated balance sheets of Liberty Media Corporation and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive earnings (loss), cash flows, and equity for each of the years in the three-year period ended December 31, 2011.

Our report on the consolidated financial statements of Liberty Media Corporation refers to the Company' s adoption, effective January 1, 2011, of ASU 2009-14: *Software (Topic 985): Certain Revenue Arrangements That Include Software Elements* and ASU 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements*.

/s/ KPMG LLP

Denver, Colorado
January 11, 2013
