

LIBERTY MEDIA CORP /DE/
Form SC TO-I/A
June 22, 2005

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE TO (Rule 13e-4)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)

LIBERTY MEDIA CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to purchase shares of Series A common stock, par value \$.01 per share, of the issuer granted under the following stock option plans (in each case, as amended through the date hereof):

**Liberty Livewire Corporation 2001 Incentive Plan
Four Media Company 1997 Stock Plan**
(Title of Class of Securities)

530718105

(CUSIP Number of Class of Securities)*

**Charles Y. Tanabe, Esq.
Liberty Media Corporation
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5400**

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Person)

Copy to:

**Marc A. Leaf, Esq.
Baker Botts L.L.P.
30 Rockefeller Plaza Avenue
New York, New York 10112-4498
(212) 408-2500**

CALCULATION OF FILING FEE

Transaction Valuation**

Amount of Filing Fee

\$2,145,780

\$252.55***

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*
** CUSIP number of the Series A common stock of Liberty Media Corporation.

*** Calculated solely for purposes of determining the filing fee. This amount assumes the purchase of all outstanding eligible options to purchase shares of Series A common stock of Liberty Media Corporation granted under (i) the Liberty Livewire Corporation 2001 Incentive Plan (formerly known as Liberty Livewire Corporation 2000 Incentive Plan), as amended through the date hereof or (ii) the Four Media Company 1997 Stock Plan, as amended through the date hereof, for an aggregate price of \$2,145,780. The aggregate price is calculated based on the Black-Scholes option pricing model for each eligible option as of May 23, 2005. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$117.70 per million dollars of the value of the transaction.

*** Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

| | |
|-------------------------------|-------------------|
| Amount Previously Paid: N/A | Filing Party: N/A |
| Form or Registration No.: N/A | Date Filed: N/A |

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 2 to Schedule TO is filed by Liberty Media Corporation, a Delaware corporation ("Liberty"), and amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 24, 2005, as amended by Amendment No. 1 filed on June 8, 2005 (the "Schedule TO").

This Amendment No. 2 is the final amendment to the Schedule TO and its sole purpose is to report the results of Liberty's offer (the "Offer") to purchase for cash certain outstanding options to purchase shares of Liberty's common stock, upon the terms and subject to the conditions set forth in the Offer to Purchase Certain Outstanding Options, dated May 24, 2005 and filed with the Schedule TO (as amended on June 8, 2005, the "Offer to Purchase").

ITEM 4. *Terms of the Transaction.*

Item 4 of Schedule TO is hereby amended and supplemented to add the following:

"The Offer expired at 9:00 p.m., Pacific time, on Tuesday, June 21, 2005. Pursuant to the Offer to Purchase, Liberty accepted for purchase all properly tendered and not validly withdrawn options eligible for the Offer, which options represented the right to purchase an aggregate of 1,112,421 shares of Series A common stock of Liberty. This amount represents approximately 94.83% of the outstanding options eligible for the Offer. Upon the terms and subject to the conditions of the Offer, Liberty will pay an aggregate purchase price of approximately \$2,119,300 for such tendered and accepted options as described in the Offer to Purchase."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 22, 2005

LIBERTY MEDIA CORPORATION

By: /s/ CHARLES Y. TANABE

Charles Y. Tanabe
Senior Vice President and General Counsel

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INTRODUCTORY STATEMENT

ITEM 4. Terms of the Transaction.

SIGNATURE