

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **May 17, 2010**

**LIBERTY MEDIA CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-51990**  
(Commission  
File Number)

**84-1288730**  
(I.R.S. Employer  
Identification No.)

**12300 Liberty Blvd.**  
**Englewood, Colorado 80112**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(720) 875-5400**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure**

On May 17, 2010 Liberty Media, LLC ("Liberty"), a wholly-owned subsidiary of Liberty Media Corporation, announced that, as of 5:00 p.m., New York City time, on May 14, 2010 the early tender date, it has received tenders of \$518,448,000 aggregate principal amount of its outstanding 5.70% Senior Notes due 2013 (the "Notes"), pursuant to Liberty's previously announced cash tender offer for the Notes. This represents approximately 64% of the outstanding principal amount of the Notes, which are attributed to the Liberty Interactive group. Because the aggregate amount of Notes validly tendered and not withdrawn, to date, is greater than the \$400 million aggregate principal amount under the cash tender offer the Notes will be tendered on a prorated basis as described in the offer to purchase, dated May 3, 2010.

This Form 8-K and the press release attached hereto as Exhibit 99.1 are being furnished to the SEC under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed "filed" for any purpose.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release dated May 17, 2010

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 17, 2010

LIBERTY MEDIA CORPORATION

By: /s/ Wade Haufschild  
Name: Wade Haufschild  
Title: Vice President

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Name</b>
99.1	Press Release dated May 17, 2010

May 17, 2010

**LIBERTY MEDIA LLC ANNOUNCES RESULTS OF THE TENDER OFFER FOR ITS  
5.70% SENIOR NOTES DUE 2013 AS OF THE EARLY TENDER DATE**

ENGLEWOOD, Colorado — Liberty Media LLC (“**Liberty**”), a wholly-owned subsidiary of Liberty Media Corporation (NASDAQ: LCAPA, LCAPB, LINTA, LINTB, LSTZA, LSTZB), today announced that, as of 5:00 p.m., New York City time, on May 14, 2010 (the “**Early Tender Date**”), it has received tenders of \$518,448,000 aggregate principal amount of its outstanding 5.70% Senior Notes due 2013 (CUSIP No. 530718AC9) (the “**Notes**”), pursuant to Liberty’s previously announced cash tender offer for the Notes (the “**Tender Offer**”).

On May 3, 2010, Liberty commenced the Tender Offer for up to \$400 million aggregate principal amount (the “**Tender Cap**”) of Notes at a purchase price per \$1,000 principal amount determined in accordance with the procedures of a modified “Dutch Auction” as more fully described in the Offer to Purchase, dated May 3, 2010 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”), and in the related letter of transmittal.

As of the Early Tender Date, according to the Depository for the Tender Offer, Liberty received valid tenders from holders of \$518,448,000 aggregate principal amount of Notes at various bid prices within the acceptable bid price range of \$1,010.00 to \$1,045.00 per \$1,000 principal amount. This represents approximately 64.6% of the outstanding principal amount of Notes. Holders who validly tendered and did not withdraw their Notes on or prior to the Early Tender Date, and whose Notes are purchased pursuant to the Tender Offer, will be entitled to receive the total consideration payable under the Tender Offer, which includes an “Early Tender Payment” of \$30.00 for each \$1,000 principal amount of Notes so purchased.

Pursuant to the Offer to Purchase, holders of Notes may tender their Notes after the Early Tender Date. However, any such tender will not be entitled to receive the Early Tender Payment.

As the Withdrawal Date of 5:00 p.m., New York City time, on May 14, 2010 has passed, previously tendered Notes can no longer be withdrawn, and holders who tender Notes after the Withdrawal Date will not have withdrawal rights. The Tender Offer will expire at 12:00 Midnight, New York City time, on May 28, 2010, unless extended (the “**Expiration Date**”).

Because the aggregate amount of Notes validly tendered and not withdrawn as of the Early Tender Date is greater than the Tender Cap, Liberty will accept Notes validly tendered in the Tender Offer on a prorated basis as described in the Offer to Purchase.

Subject to and in accordance with applicable law, Liberty reserves the right to amend, extend or terminate the Tender Offer at any time prior to the Expiration Date.

#### Additional Information

Liberty Media LLC has retained Barclays Capital Inc. to act as the Dealer Manager for the Tender Offer. Global Bondholder Services Corporation is the Information Agent and Depository for the Tender Offer. Questions regarding the Tender Offer should be directed to Barclays

Capital at (800) 438-3242 (toll-free) or (212) 528-7581 (collect). Requests for documentation should be directed to Global Bondholder Services Corporation at (866) 873-7700 (toll-free) or (212) 430-3774 (for banks and brokers). This press release is for informational purposes only. This press release is not an offer to purchase or a solicitation of an offer to purchase with respect to any Notes or any other securities. The Tender Offer is being made solely pursuant to the Offer to Purchase and related documents. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of Liberty Media LLC by the Dealer Manager, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction. None of Liberty, the Dealer Manager or the Information Agent makes any recommendation as to whether holders should tender or refrain from tendering their Notes. Holders must make their own decision as to whether to tender Notes and, if so, the principal amount of the Notes to tender.

#### About Liberty Media LLC

Liberty Media LLC is a wholly-owned subsidiary of Liberty Media Corporation, owning interests in a broad range of electronic retailing, media, communications, and entertainment businesses.

*Certain statements in this press release may constitute “forward-looking statements.” Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Liberty Media LLC and its subsidiaries to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks, uncertainties and other factors include the risks and factors described in the publicly filed documents of Liberty Media Corporation, the parent of Liberty Media LLC, including its most recently filed Annual Report on Form 10-K and Quarterly Report on Form 10-Q. These forward-looking statements speak only as of the date of this press release. Liberty Media LLC expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Liberty Media LLC’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*

#### Contact:

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