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The Registrant's amended charter provides that, except as otherwise provided in the terms of any series of preferred stock, no action required to be taken or which may be taken at any annual meeting or special meeting of stockholders may be taken without a meeting and may not be effected by any consent in writing by such holders. Except as otherwise required by law and subject to the rights of the holders of any series of the Registrant's preferred stock, special meetings of the Registrant's stockholders for any purpose or purposes may be called only by the Registrant's Secretary or at the request of at least 75% of the members of its board of directors then in office. No business other than that stated in the notice of special meeting will be transacted at any special meeting.

The Registrant's amended charter provides that, subject to the rights of the holders of any series of its preferred stock, the affirmative vote of the holders of at least 66<sup>2</sup>/3% of the aggregate voting power of its outstanding capital stock generally entitled to vote upon all matters submitted to its stockholders, voting together as a single class, is required to adopt, amend or repeal any provision of its amended charter or to add or insert any provision in its amended charter, provided that the foregoing enhanced voting requirement will not apply to any adoption, amendment, repeal, addition or insertion (1) as to which Delaware law does not require the consent of the Registrant's stockholders or (2) which has been approved by at least 75% of the members of the Registrant's board then in office. The Registrant's amended charter further provides that the affirmative vote of the holders of at least 66<sup>2</sup>/3% of the aggregate voting power of its outstanding capital stock generally entitled to vote upon all matters submitted to its stockholders, voting together as a single class, is required to adopt, amend or repeal any provision of its bylaws, provided that the foregoing enhanced voting requirement will not apply to any adoption, amendment or repeal approved by the affirmative vote of not less than 75% of the members of its board then in office.

In addition to the supermajority voting provisions discussed under "—Amendments" above, the Registrant's amended charter provides that, subject to the rights of the holders of any series of its preferred stock, the affirmative vote of the holders of at least 66<sup>2</sup>/3% of the aggregate voting power of its outstanding capital stock generally entitled to vote upon all matters submitted to its stockholders, voting together as a single class, is required for:

- its merger or consolidation with or into any other corporation, provided, that the foregoing voting provision will not apply to any such merger or consolidation (1) as to which the laws of the State of Delaware, as then in effect, do not require the consent of its stockholders, or (2) that at least 75% of the members of its board of directors then in office have approved;
- the sale, lease or exchange of all, or substantially all, of its assets, provided, that the foregoing voting provisions will not apply to any such sale, lease or exchange that at least 75% of the members of its board of directors then in office have approved; or
- its dissolution, provided, that the foregoing voting provision will not apply to such dissolution if at least 75% of the members of its board of directors then in office have approved such dissolution.

Section 203 of the Delaware General Corporation Law prohibits certain transactions between a Delaware corporation and an "interested stockholder." An "interested stockholder" for this purpose is a stockholder who is directly or indirectly a beneficial owner of 15% or more of the aggregate voting power of a Delaware

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corporation. This provision prohibits certain business combinations between an interested stockholder and a corporation for a period of three years after the date on which the stockholder became an interested stockholder, unless: (1) the transaction which resulted in the stockholder becoming an interested stockholder is approved by the corporation's board of directors before the stockholder became an interested stockholder, (2) the interested stockholder acquired at least 85% of the aggregate voting power of the corporation in the transaction in which the stockholder became an interested stockholder, or (3) the business combination is approved by a majority of the board of directors and the affirmative vote of the holders of two-thirds of the aggregate voting power not owned by the interested stockholder at or subsequent to the time that the stockholder became an interested stockholder. These restrictions do not apply if, among other things, the corporation's certificate of incorporation contains a provision expressly electing not to be governed by Section 203. The Registrant's amended charter does not contain such an election.

The following exhibits are filed as part of this Registration Statement on Form 8-A:

1. Form of Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the S-4 Registration Statement)
2. Bylaws of Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-4 (File No. 333-132452) as filed on March 15, 2006)
3. Specimen certificate for shares of the Registrant's Series A Liberty Entertainment common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.3 to the S-4 Registration Statement)
4. Specimen certificate for shares of the Registrant's Series B Liberty Entertainment common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.4 to the S-4 Registration Statement)

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Liberty Media Corporation

Date: February 29, 2008

By: /s/ Charles Y. Tanabe

Name: Charles Y. Tanabe

Title: Executive Vice President and General Counsel

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The following exhibits are filed as part of this Registration Statement on Form 8-A:

1. Form of Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the S-4 Registration Statement)
  2. Bylaws of Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-4 (File No. 333-132452) as filed on March 15, 2006)
  3. Specimen certificate for shares of the Registrant's Series A Liberty Entertainment common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.3 to the S-4 Registration Statement)
  4. Specimen certificate for shares of the Registrant's Series B Liberty Entertainment common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.4 to the S-4 Registration Statement)
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