

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-A/A

(Amendment No. 2 to Form 8-A Originally Filed on February 29, 2008)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

LIBERTY MEDIA CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State of Incorporation or organization)

84-1288730
(I.R.S. Employer Identification no.)

**12300 LIBERTY BOULEVARD
ENGLEWOOD, COLORADO**
(Address of Principal Executive Offices)

80112
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Series A Liberty Starz common stock, par value \$0.01 per share

Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC

Series B Liberty Starz common stock, par value \$0.01 per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-145936**

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **None**

This Amendment No. 2 on Form 8-A/A amends and restates in its entirety the Registration Statement on Form 8-A filed by Liberty Media Corporation (the "Registrant"), with the Securities and Exchange Commission (the "SEC") on February 29, 2008, as amended by Amendment No. 1 on Form 8-A/A filed with the SEC on February 29, 2008.

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the Series A Liberty Starz common stock, par value \$.01 per share (the "Series A Liberty Starz common stock"), and the Series B Liberty Starz common stock, par value \$.01 per share (the "Series B Liberty Starz common stock," and together with the Series A Liberty Starz common stock, the "Liberty Starz common stock") of the Registrant.

Reference is made to the Registration Statement on Form S-4 of the Registrant which was filed with the SEC on September 7, 2007 and declared effective by the SEC on September 11, 2007 (Reg. No. 333-145936) (the "S-4 Registration Statement"). The S-4 Registration Statement relates to, among other things, the creation and issuance of the Registrant's former Series A Liberty Entertainment common stock, par value \$.01 per share (the "Series A Liberty Entertainment common stock"), and the Series B Liberty Entertainment common stock, par value \$.01 per share (the "Series B Liberty Entertainment common stock," and together with the Series A Liberty Entertainment common stock, the "Liberty Entertainment common stock").

Reference is made to the Definitive Proxy Statement on Schedule 14A filed by the Registrant with the SEC on May 13, 2009 (the "Annual Proxy Statement"). The Annual Proxy Statement contains a proposal (the "redesignation proposal") for the stockholders of the Registrant to approve the amendment and restatement of the Registrant's Restated Certificate of Incorporation (the "amended charter") to change the name of (i) the Entertainment Group to the Starz Group and (ii) the Liberty Entertainment common stock to the Liberty Starz common stock upon completion of the split-off (accomplished through a partial redemption of the Liberty Entertainment common stock) of Liberty Entertainment, Inc. ("LEI"), an entity which would hold a substantial portion of the assets, liabilities and businesses of the Entertainment Group, to the holders of Liberty Entertainment common stock (the "Split-Off"); to update the definition of the renamed Starz Group to reflect the composition of that group after giving effect to the Split-Off; and to update the definitions of the Capital Group and the Interactive Group to give effect to certain changes in the assets, liabilities and businesses attributable to each of these groups since the effective date of the Registrant's existing charter (such changes, the "redesignation"). The redesignation proposal received the approval of stockholders on June 25, 2009 and the Registrant completed the redesignation on November 19, 2009 in conjunction with the effectiveness of the Split-Off.

The Series A Liberty Entertainment common stock and the Series B Liberty Entertainment common stock were formerly listed on the Nasdaq Global Select Market under the symbols "LMDIA" and "LMDIB," respectively. The Series A Liberty Starz common stock and the Series B Liberty Starz common stock are currently trading on a when-issued basis on the Nasdaq Global Select Market under the symbols "LSTVA" and "LSTVB", respectively, and are expected to trade under the symbols "LSTZA" and "LSTZB," respectively, once "regular way" trading commences.

A description of the terms of the Liberty Starz common stock as set forth in the Registrant's amended charter, which was filed with the Secretary of State of the State of Delaware on November 19, 2009 in connection with the redesignation is set forth below. The discussion of the terms of the Liberty Starz common stock and the Registrant's amended charter is qualified by reference to the full text of the amended charter, which is incorporated by reference as Exhibit 3.1 to this Amendment No. 2 on Form 8-A/A.

Basic Investment

The Liberty Starz common stock is intended to reflect the separate economic performance of the assets included in the Starz Group. The Starz Group is defined in the Registrant's amended charter to include: (i) the Registrant's interests in Starz Entertainment LLC and WildBlue Communications, Inc., (ii) all other assets, liabilities and businesses of the Registrant to the extent attributed to the Starz Group as of the effective date of the redesignation, (iii) such other businesses, assets and liabilities that the Registrant's board of directors may determine to attribute to the Starz Group or that may be acquired for or transferred to the Starz Group in the future, (iv) the proceeds of any sale, transfer, exchange, assignment or other disposition of any of the foregoing, and (v) any inter-group interest that the Starz Group may obtain in the Interactive Group and/or the Capital Group.

Authorized Capital Stock

The Registrant is authorized to issue up to 8.15 billion shares of Liberty Starz common stock, of which 4 billion are designated Series A Liberty Starz common stock, 150 million are designated Series B Liberty Starz common stock, and 4 billion are designated Series C Liberty Starz common stock.

Dividends and Securities Distributions

The Registrant is permitted to pay dividends on Liberty Starz common stock out of the lesser of its assets legally available for the payment of dividends under Delaware law and the "Starz Group Available Dividend Amount" (defined generally as the excess of the total assets less the total liabilities of the Starz Group over the par value, or any greater amount determined to be capital in respect of, all outstanding shares of Liberty Starz common stock or, if there is no such excess, an amount equal to the earnings or loss attributable to the Starz Group (if positive) for the fiscal year in which such dividend is to be paid and/or the preceding fiscal year). If dividends are paid on any series of Liberty Starz common stock, an equal per share dividend will be concurrently paid on the other series of Liberty Starz common stock.

The Registrant is permitted to make share distributions of Series A Liberty Starz common stock or Series C Liberty Starz common stock, respectively, to holders of all series of Liberty Starz common stock, on an equal per share basis; share distributions of Series A Liberty Starz common stock to holders of Series A Liberty Starz common stock and, on an equal per share basis, shares of Series B Liberty Starz common stock to holders of Series B Liberty Starz common stock and, on an equal per share basis, shares of Series C Liberty Starz common stock to holders of Series C Liberty Starz common stock; share distributions of Series A Liberty Interactive common stock or Series C Liberty Interactive common stock, respectively, to holders of all series of Liberty Starz common stock, on an equal per share basis, subject to certain limitations; share distributions of Series A Liberty Interactive common stock to holders of Series A Liberty Starz common stock and, on an equal per share basis, shares of Series B Liberty Interactive common stock to holders of Series B Liberty Starz common stock and, on an equal per share basis, shares of Series C Liberty Interactive common stock to holders of Series C Liberty Starz common stock, subject to certain limitations; share distributions of Series A Liberty Capital common stock or Series C Liberty Capital common stock, respectively, to holders of all series of Liberty Starz common stock, on an equal per share basis, subject to certain limitations; share distributions of Series A Liberty Capital common stock to holders of Series A Liberty Starz common stock and, on an equal per share basis, shares of Series B Liberty Capital common stock to holders of Series B Liberty Starz common stock and, on an equal per share basis, shares of Series C Liberty Capital common stock to holders of Series C Liberty Starz common stock, subject to certain limitations; and share distributions of any other class or series of its securities or the securities of any other person to holders of all series of Liberty Starz common stock, on an equal per share basis, subject to certain limitations.

Conversion at Option of Holder

Each share of Series B Liberty Starz common stock is convertible, at the option of the holder, into one share of Series A Liberty Starz common stock. Shares of Series A Liberty Starz common stock and shares of Series C Liberty Starz common stock are not convertible at the option of the holder.

Conversion at Option of Issuer

The Registrant will be able to (A) convert each share of (i) Series A Liberty Starz common stock into a number of shares of the Registrant's Series A Liberty Interactive common stock, par value \$0.01 per share (the "Series A Liberty Interactive common stock"), (ii) Series B Liberty Starz common stock into a number of shares of the Registrant's Series B Liberty Interactive common stock, par value \$0.01 per share (the "Series B Liberty Interactive common stock"), and (iii) Series C Liberty Starz common stock into a number of shares of the Registrant's Series C Liberty Interactive common stock, par value \$0.01 per share (the "Series C Liberty Interactive common stock" and together with the Series A Liberty Interactive common stock and the Series B Liberty Interactive common stock, the "Liberty Interactive common stock"), at a ratio based on the relative trading prices of the Series A Liberty Starz common stock (or another series of Liberty Starz common stock subject to certain limitations) and the Series A Liberty Interactive common stock (or another series of Liberty Interactive common stock subject to certain limitations) over a specified 60-trading day period or (B) convert each share of (i) Series A Liberty Starz common stock into a number of shares of the Registrant's Series A Liberty Capital common stock, par value \$0.01 per share (the "Series A Liberty Capital common stock"), (ii) Series B Liberty Starz common stock into a number of shares of the Registrant's Series B Liberty Capital common stock, par value \$0.01 per share (the "Series B Liberty Capital common stock"), and (iii) Series C Liberty Starz common stock into a number of shares of the Registrant's Series C Liberty Capital common stock, par value \$0.01 per share (the "Series C Liberty Capital common stock" and together with the Series A Liberty Capital common stock and the Series B Liberty Capital common stock, the "Liberty Capital common stock"), at a ratio based on the relative trading prices of the Series A Liberty Starz common stock (or another series of Liberty Starz common stock subject to certain limitations) and the Series A Liberty Capital common stock (or another series of Liberty Capital common stock subject to certain limitations) over a specified 60-trading day period.

The Registrant is also able to convert each share of Liberty Capital common stock and Liberty Interactive common stock into a number of shares of the corresponding series of Liberty Starz common stock at a ratio based on the relative trading prices of the Series A Liberty Capital common stock (or another series of Liberty Capital common stock subject to certain limitations) or the Series A Liberty Interactive common stock (or another series of Liberty Interactive common stock subject to certain limitations), as applicable, to the Series A Liberty Starz common stock (or another series of Liberty Starz common stock subject to certain limitations) over a specified 60-trading day period.

Redemption for Securities of a Subsidiary

The Registrant may redeem outstanding shares of Liberty Starz common stock for securities of a subsidiary that holds assets and liabilities attributed to the Starz Group (and may or may not hold assets and liabilities attributed to any other group), provided that its board of directors seeks and receives the approval to such redemption of holders of Liberty Starz common stock, voting as a separate class. **It is not a condition to effecting any such redemption that the Registrant's board of directors determines that the redemption qualifies for nonrecognition of gain or loss (in whole or in part) under Section 355 of the Internal Revenue Code to holders of Liberty Starz common stock.**

If the Registrant were to effect a redemption as described above with securities of a subsidiary that also holds assets and liabilities of the Capital Group and/or the Interactive Group, shares of Liberty Capital common stock and/or Liberty Interactive common stock, as applicable, would also be redeemed

in exchange for securities of that subsidiary, and the entire redemption would be subject to the class vote described above as well as the separate class vote of the holders of Liberty Capital common stock and/or Liberty Interactive common stock, as applicable.

Mandatory Dividend, Redemption and Conversion Rights on Disposition of Assets

If the Registrant disposes, in one transaction or a series of transactions, of all or substantially all of the assets of the Starz Group, it is required to choose one of the following five alternatives, unless (i) its board obtains approval of the holders of Liberty Starz common stock to not take such action or (ii) the disposition qualifies under a specified exemption (in which case it will not be required to take any of the following actions):

- pay a dividend to holders of Liberty Starz common stock out of the available net proceeds of such disposition; or
- if there are legally sufficient assets and the Starz Group Available Dividend Amount would have been sufficient to pay a dividend, then: (i) if the disposition involves all of the properties and assets of the Starz Group, redeem all outstanding shares of Liberty Starz common stock in exchange for cash and/or securities or other assets with a fair value equal to the available net proceeds of such disposition, or (ii) if the disposition involves substantially all (but not all) of the properties and assets of the Starz Group, redeem outstanding shares of Liberty Starz common stock in exchange for cash and/or securities or other property with a fair value equal to the available net proceeds of such disposition; or
- convert each outstanding share of each series of Liberty Starz common stock into a number of shares of the corresponding series of Liberty Interactive common stock at a specified premium; or
- convert each outstanding share of each series of Liberty Starz common stock into a number of shares of the corresponding series of Liberty Capital common stock at a specified premium; or
- combine a conversion of a portion of the outstanding shares of Liberty Starz common stock into a number of shares of the corresponding series of Liberty Interactive common stock or Liberty Capital common stock with the payment of a dividend on or redemption of shares of Liberty Starz common stock, subject to certain limitations.

Voting Rights

Holders of Series A Liberty Starz common stock will be entitled to one vote for each share of such stock held and holders of Series B Liberty Starz common stock will be entitled to ten votes for each share of such stock held on all matters submitted to a vote of the Registrant's stockholders. Holders of Series C Liberty Starz common stock will not be entitled to any voting powers (including with respect to any class votes taken in accordance with the terms of the Registrant's amended charter), except as otherwise required by Delaware law. When so required, holders of Series C Liberty Starz common stock will be entitled to 1/100th of a vote for each share of such stock held.

Holders of Liberty Starz common stock will vote as one class with holders of Liberty Capital common stock and Liberty Interactive common stock on all matters that are submitted to a vote of the Registrant's stockholders unless a separate class vote is required by the Registrant's amended charter or Delaware law. In connection with certain dispositions of Starz Group assets as described above, the board of directors may determine to seek approval of the holders of Liberty Starz common stock, voting together as a separate class, to avoid effecting a mandatory dividend, redemption or conversion under the Registrant's amended charter.

The Registrant may not redeem outstanding shares of Liberty Starz common stock for securities of a subsidiary that holds assets and liabilities attributed to the Starz Group unless its board of directors seeks and receives the approval to such redemption of holders of Liberty Starz common stock, voting together as a separate class, and, if such subsidiary also holds assets and liabilities of the Capital Group and/or the Interactive Group, the approval to such redemption of holders of Liberty Capital common stock and/or Liberty Interactive common stock, as applicable, with each such affected group voting together as a separate class.

Inter-Group Interest

From time to time, the Registrant's board of directors may determine to create an inter-group interest in the Capital Group and/or the Interactive Group in favor of the Starz Group, or *vice versa*, subject to the terms of the Registrant's amended charter.

If the Capital Group and/or the Interactive Group has an inter-group interest in the Starz Group at such time as any extraordinary action is taken with respect to the Liberty Starz common stock (such as the payment of a dividend, a share distribution, the redemption of such stock for securities of a subsidiary or an action required to be taken in connection with a disposition of all or substantially all of the Starz Group's assets), the board of directors will consider what actions are required, or permitted, to be taken under the Registrant's amended charter with respect to such other group(s)' inter-group interest in the Starz Group. For example, in some instances, the board of directors may determine that a portion of the aggregate consideration that is available for distribution to holders of Liberty Starz common stock must be allocated to the Capital Group and/or the Interactive Group to compensate such other group(s) on a *pro rata* basis for such other group(s)' proportionate interest in the Starz Group.

Similarly, if the Starz Group has an inter-group interest in the Capital Group and/or the Interactive Group at such time as any extraordinary action is taken with respect to the Liberty Capital common stock and/or the Liberty Interactive common stock (such as the payment of a dividend, a share distribution, the redemption of such stock for securities of a subsidiary or an action required to be taken in connection with a disposition of all or substantially all of the applicable group(s)' assets), the board of directors will consider what actions are required, or permitted, to be taken under the Registrant's amended charter with respect to the Starz Group's inter-group interest in the affected group(s).

All such board determinations will be made in accordance with the Registrant's amended charter and applicable Delaware law.

None of the Interactive Group, the Capital Group or the Starz Group currently has an inter-group interest in the other.

Liquidation

Upon the Registrant's liquidation, dissolution or winding up, holders of shares of Liberty Starz common stock will be entitled to receive in respect of such stock their proportionate interests in the Registrant's assets, if any, remaining for distribution to holders of Liberty Starz common stock, Liberty Capital common stock and Liberty Interactive common stock (regardless of the group to which such assets are then attributed) in proportion to their respective number of liquidation units per share.

Each share of Liberty Starz common stock (irrespective of series) has 0.21347 of a liquidation unit, subject to certain anti-dilution adjustments.

Description of Other Provisions of The Registrant's Amended Charter

Preferred Stock

The Registrant's amended charter authorizes the board of directors to establish one or more series of preferred stock and to determine, with respect to any series of preferred stock, the terms and rights of the series, including:

- the designation of the series;
- the number of authorized shares of the series, which number the Registrant's board may subsequently increase or decrease but not below the number of such shares of such series of preferred stock then outstanding;
- the dividend rate or amounts, if any, and, in the case of cumulative dividends, the date or dates from which dividends on all shares of the series will be cumulative and the relative preferences or rights of priority or participation with respect to such dividends;
- the rights of the series in the event of the Registrant's voluntary or involuntary liquidation, dissolution or winding up and the relative preferences or rights of priority of payment;
- the rights, if any, of holders of the series to convert into or exchange for other classes or series of stock or indebtedness and the terms and conditions of any such conversion or exchange, including provision for adjustments within the discretion of the Registrant's board of directors;
- the voting rights, if any, of the holders of the series;
- the terms and conditions, if any, for the Registrant to purchase or redeem the shares; and
- any other relative rights, preferences and limitations of the series.

The Registrant believes that the ability of its board of directors to authorize the issuance of one or more series of preferred stock will provide flexibility in structuring possible future financing and acquisitions and in meeting other corporate needs which might arise. The authorized shares of preferred stock will be available for issuance without further action by the Registrant's stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which the Registrant's securities may be listed or traded.

Although the Registrant has no intention at the present time of doing so, it could issue a series of preferred stock that could, depending on the terms of such series, impede the completion of a merger, tender offer or other takeover attempt. The Registrant's board will make any determination to issue such shares based upon its judgment as to the best interests of its stockholders. The Registrant's board of directors, in so acting, could issue preferred stock having terms that could discourage an acquisition attempt through which an acquirer may be able to change the composition of its board of directors, including a tender offer or other transaction that some, or a majority, of its stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then-current market price of the stock.

Board of Directors

The Registrant's amended charter provides that, subject to any rights of the holders of any series of its preferred stock to elect additional directors, the number of its directors will not be less than three and the exact number will be fixed from time to time by a resolution of its board. The members of the Registrant's board, other than those who may be elected by holders of its preferred stock, are divided into three classes. Each class consists, as nearly as possible, of a number of directors equal to one-third of the then authorized number of board members. The term of office of the Registrant's Class III directors expires at the annual meeting of its stockholders in 2010. The term of office of the

Registrant's Class I directors expires at the annual meeting of its stockholders in 2011. The term of office of the Registrant's Class II directors expires at the annual meeting of its stockholders in 2012. At each annual meeting of the Registrant's stockholders, the successors of that class of directors whose term expires at that meeting will be elected to hold office for a term expiring at the annual meeting of the Registrant's stockholders held in the third year following the year of their election. The directors of each class will hold office until their respective successors are elected and qualified.

The Registrant's amended charter provides that, subject to the rights of the holders of any series of its preferred stock, its directors may be removed from office only for cause upon the affirmative vote of the holders of at least a majority of the aggregate voting power of its outstanding capital stock entitled to vote at an election of directors, voting together as a single class.

The Registrant's amended charter provides that, subject to the rights of the holders of any series of its preferred stock, vacancies on its board resulting from death, resignation, removal, disqualification or other cause, and newly created directorships resulting from any increase in the number of directors on its board, will be filled only by the affirmative vote of a majority of the remaining directors then in office (even though less than a quorum) or by the sole remaining director. Any director so elected will hold office for the remainder of the full term of the class of directors in which the vacancy occurred or to which the new directorship is assigned, and until that director's successor will have been elected and qualified or until such director's earlier death, resignation or removal. No decrease in the number of directors constituting the Registrant's board will shorten the term of any incumbent director, except as may be provided with respect to a series of the Registrant's preferred stock with respect to any additional director elected by the holders of that series of its preferred stock.

These provisions would preclude a third party from removing incumbent directors and simultaneously gaining control of the Registrant's board by filling the vacancies created by removal with its own nominees. Under the classified board provisions described above, it would take at least two elections of directors for any individual or group to gain control of the Registrant's board. Accordingly, these provisions could discourage a third party from initiating a proxy contest, making a tender offer or otherwise attempting to gain control of the Registrant.

Limitation on Liability and Indemnification

To the fullest extent permitted by Delaware law, the Registrant's directors are not liable to the Registrant or any of its stockholders for monetary damages for breaches of fiduciary duties while serving as a director. In addition, the Registrant indemnifies, to the fullest extent permitted by applicable law, any person involved in any suit or action by reason of the fact that such person is a director or officer of the Registrant or, at the Registrant's request, a director, officer, employee or agent of another corporation or entity, against all liability, loss and expenses incurred by such person. The Registrant will pay expenses of a director or officer in defending any proceeding in advance of its final disposition, provided that such payment is made upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to indemnification.

No Shareowner Action by Written Consent; Special Meetings

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 (i) upon the written request of holders of at least 66²/3% of the aggregate voting power of its outstanding capital

stock or (ii) 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.

Amendments

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 66²/₃% 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 66²/₃% 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.

Supermajority Voting Provisions

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 66²/₃% 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 DGCL

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 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.

Item 2. Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-33982) filed on November 19, 2009).
3.2	Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-33982) filed on August 14, 2008)
4.1	Specimen certificate for shares of the Registrant's Series A Liberty Starz common stock, par value \$.01 per share.
4.2	Specimen certificate for shares of the Registrant's Series B Liberty Starz common stock, par value \$.01 per share.

SIGNATURE

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: November 19, 2009

By: /s/ CHARLES Y. TANABE
Name: Charles Y. Tanabe
Title: *Executive Vice President and General Counsel*

EXHIBIT INDEX

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

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EXHIBIT 4.1

Number
A-

Incorporated Under the Laws of the State of Delaware

Shares
- 0 -
Cusip No.

LIBERTY MEDIA CORPORATION

Series A Liberty Starz Common Stock, par value \$.01 per share

Specimen Certificate

This Certifies that _____ is the owner of _____ FULLY PAID AND NON-ASSESSABLE SHARES OF SERIES A LIBERTY STARZ COMMON STOCK, PAR VALUE \$.01 PER SHARE, OF LIBERTY MEDIA CORPORATION (hereinafter called the "Corporation") transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of the Certificate properly endorsed. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated:

Liberty Media Corporation
[Corporate Seal]

President

Secretary

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[EXHIBIT 4.1](#)

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EXHIBIT 4.2

Number
B-

Incorporated Under the Laws of the State of Delaware

Shares
- 0 -
Cusip No.

LIBERTY MEDIA CORPORATION

Series B Liberty Starz Common Stock, par value \$.01 per share

Specimen Certificate

This Certifies that _____ is the owner of _____ FULLY PAID AND NON-ASSESSABLE SHARES OF SERIES B LIBERTY STARZ COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OF LIBERTY MEDIA CORPORATION (hereinafter called the "Corporation") transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of the Certificate properly endorsed. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated:

Liberty Media Corporation
[Corporate Seal]

President

Secretary

QuickLinks

[EXHIBIT 4.2](#)