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LIBERTY MEDIA CORP /DE/
Form 10-Q/A
December 10, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

F O R M 10-Q/A
(Amendment No. 1)

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2004

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 0-20421

LIBERTY MEDIA CORPORATION

(Exact name of Registrant as specified in its charter)

State of Delaware

(State or other jurisdiction 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)

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

Indicate by check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months and (2) has been subject to such filing
requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant is an accelerated filer as
defined in Rule 12b-2 of the Exchange Act. Yes No

The number of outstanding shares of Liberty Media Corporation's common
stock as of July 30, 2004 was:

Series A common stock 2,678,090,793 shares; and
Series B common stock 121,062,825 shares.

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SIGNATURES

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

LIBERTY MEDIA CORPORATION

Date: December 10, 2004

By: /s/ Christopher W. Shean

Christopher W. Shean
Senior Vice President
and Controller
(Principal Accounting Officer)

LIBERTY MEDIA CORPORATION

PART II - OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES

Effective May 7, 2004, Liberty issued 23,474 shares of its Series A common stock, valued at \$260,350, to former stockholders of Liberty Webhouse, Inc. ("Liberty Webhouse"), as consideration for their 186 shares of preferred stock of Liberty Webhouse, pursuant to the merger of a wholly-owned subsidiary of Liberty with and into Liberty Webhouse. The issuance was made in reliance on the exemption from registration afforded by Regulation D promulgated under Section 4(2) of the Securities Act of 1933, as amended, which provides an exemption for issuances not involving a public offering.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's annual meeting of stockholders held on June 9, 2004, the following matters were voted upon and approved by the stockholders of the Company:

Election of the following to the Company's Board of Directors:

	Votes for -----	Votes withheld -----
Robert R. Bennett	3,332,180,287	375,491,926
Paul A. Gould	3,651,056,092	56,616,121
John C. Malone	3,330,879,469	376,792,744

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The foregoing nominees also served on our board of directors prior to the annual meeting. The term of the following directors continued following the annual meeting: Donne F. Fisher, Gary S. Howard, David E. Rapley, M. LaVoy Robison and Larry E. Romrell. Broker non-votes had no effect on voting for the election of directors, and abstentions have been treated as votes withheld.

Approval of the Liberty Media Corporation 2000 Incentive Plan (As Amended and Restated Effective April 19, 2004) (3,077,565,159 votes For; 621,832,543 votes Against (including broker non-votes); and 8,274,511 Abstentions).

Ratification of KPMG LLP as the Company's independent auditors for the fiscal year ended December 31, 2004 (3,571,584,463 votes For; 132,546,650 votes Against; and 3,541,100 Abstentions). There were no broker non-votes with respect to this proposal.

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

- 31.1 Rule 13a-14(a)/15d-14(a) Certification, filed herewith.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification, filed herewith.
- 31.3 Rule 13a-14(a)/15d-14(a) Certification, filed herewith.
- 32 Section 1350 Certification, previously filed.

(b) Reports on Form 8-K filed during the quarter ended June 30, 2004:

Date filed or furnished -----	Item reported -----	Financial statements filed -----
May 10, 2004*	Item 12	None.

* These Reports on Form 8-K or portions of these Reports on Form 8-K were "furnished" to the Securities and Exchange Commission, and are not to be deemed (1) "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or (2) incorporated by reference into any filing by Liberty under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

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EXHIBIT INDEX

Listed below are the exhibits which are filed as a part of this Report (according to the number assigned to them in Item 601 of Regulation S-K):

- 31.1 Rule 13a-14(a)/15d-14(a) Certification, filed herewith.

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- 31.2 Rule 13a-14(a)/15d-14(a) Certification, filed herewith.
- 31.3 Rule 13a-14(a)/15d-14(a) Certification, filed herewith.
- 32 Section 1350 Certification, previously filed.