

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) **January 3, 2014**

LIBERTY MEDIA CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-35707
(Commission
File Number)

37-1699499
(IRS 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 8.01. Other Events.

On January 3, 2014, Liberty Media Corporation ("Liberty") issued a press release, attached hereto as Exhibit 99.1 (the "Press Release"), announcing that Liberty has made a proposal to Sirius XM Holdings Inc. ("Sirius"), outlining the terms by which Sirius' shareholders, other than Liberty and its subsidiaries, would become direct shareholders of Liberty in a tax-free transaction in which each share of Sirius' common stock, other than those held by Liberty and its subsidiaries, would be converted into 0.0760 of a share of a new Liberty Series C non-voting common stock. Immediately prior to such conversion, Liberty intends to distribute, on a 2:1 basis, shares of Liberty Series C common stock to all holders of record of Liberty Series A Common Stock, par value \$0.01 per share, and Series B Common Stock, par value \$0.01 per share, to create a liquid trading market for the Liberty Series C common stock. The 0.0760 exchange ratio is equivalent to a 0.0253 exchange ratio prior to the distribution of the Series C common stock dividend.

The proposed transaction and contemporaneous distribution of the Liberty Series C common stock dividend would result in Sirius' shareholders, other than Liberty and its subsidiaries, owning approximately 39% of Liberty's post-closing outstanding common stock on a *pro forma* basis.

As described in the proposal letter to Sirius, the proposed transaction would be subject to the negotiation and execution of mutually acceptable definitive transaction documents, the terms of which would be approved by a special committee of independent directors of Sirius, and would also be subject to a non-waivable condition requiring the approval of a majority of the shares of Sirius common stock not owned by Liberty or its affiliates. The approval by Liberty shareholders of the issuance of its Series C common stock to the Sirius public shareholders in the proposed transaction would also be required under applicable Nasdaq Stock Market requirements. Other than applicable filings with the Securities and Exchange Commission, Liberty does not anticipate that any additional regulatory approvals would be required.

Additional information regarding the proposal letter and the proposed transaction can be found in the Press Release, which is incorporated by reference herein, as well as in Liberty's Schedule 13D/A (Amendment No. 3), which is being filed with the Securities and Exchange Commission on the date hereof.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Name
99.1	Press Release issued by Liberty Media Corporation, dated January 3, 2014.

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: January 3, 2014

LIBERTY MEDIA CORPORATION

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

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release issued by Liberty Media Corporation, dated January 3, 2014.

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January 3, 2014

Liberty Media Corporation Announces Proposal to Make Sirius XM Holdings Inc. a Wholly Owned Subsidiary of Liberty; Sirius Shareholders to Receive Newly-Issued Liberty Series C Common Shares; Liberty to Dividend Series C Common Shares Pro Rata to Liberty Record Holders Immediately Prior to Acquisition

ENGLEWOOD, Colo. — (BUSINESS WIRE) — Liberty Media Corporation (“Liberty”) (Nasdaq: LMCA, LMCB) announced today that it has made a proposal to Sirius XM Holdings Inc. (Nasdaq: SIRD) (“Sirius”) that outlines the terms by which Sirius public shareholders would become shareholders of Liberty in a tax-free transaction in which each share of Sirius common stock would be converted into 0.0760 of a new share of Liberty Series C common stock, and, immediately prior to such conversion, Liberty intends to distribute, on a 2:1 basis, shares of Liberty’s Series C common stock to all holders of record of Liberty’s Series A and B common stock to create a liquid trading market for Liberty’s Series C common stock. (The foregoing exchange ratio would be equivalent to a 0.0253 exchange ratio prior to the distribution of the Liberty Series C common stock dividend.) Upon the completion of the proposed transaction, Liberty expects that Sirius’ public shareholders would own approximately 39% of Liberty’s then-outstanding common stock.

“Our proposal will allow Sirius public shareholders to convert from a non-controlling stake in a subsidiary into a direct equity position in Liberty, the parent company,” said Greg Maffei, Liberty’s President & CEO. “Sirius shareholders will continue to participate in Sirius’ future prospects along with Liberty’s broader portfolio of businesses and opportunities. We believe the combined company will have better access to capital and all of Liberty’s shareholders — both its current shareholders and the Sirius shareholders who become Liberty shareholders as a result of the proposed transaction — will enjoy enhanced liquidity as shareholders of a \$27 billion market capitalization company.”

“The proposed transaction is an important step in the growth of both companies,” said John Malone, Liberty’s Chairman. “It will enable us to focus our energies on the pursuit of new opportunities across the expanded portfolio of Liberty’s businesses and to optimize our capital structure to produce the maximum possible returns to all shareholders.”

The Series C common stock would be Liberty’s largest and most liquid series of stock. The proposed exchange ratio of 0.0760 would value Sirius common shares at approximately \$3.68 per share based on closing prices of Liberty’s shares on Friday, January 3, 2014. This exchange ratio represents a 4.5% premium to the exchange ratio implied by the closing prices of Liberty’s and Sirius’ shares on Thursday, January 2, 2014 and a 3.1% premium to the exchange ratio implied by the closing share prices of Friday, January 3, 2014.

As explained in the proposal letter sent to Sirius, which will be filed promptly with the SEC, the proposed transaction would be subject to the negotiation and execution of mutually acceptable definitive transaction documents, the terms of which would be approved by a special committee of independent directors of Sirius, and would also be subject to a majority of the minority vote of the Sirius public shareholders. The approval by the Liberty shareholders of the issuance of the Series C common shares in the proposed transaction would also be required under applicable Nasdaq Stock Market

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requirements. Other than applicable filings with the Securities and Exchange Commission, Liberty does not anticipate that any additional regulatory approvals would be required.

Conference Call

Liberty Media will host a live webcast today at 5:00 p.m. ET (3:00 p.m. MT) to discuss this announcement. Please call Premiere Conferencing at (888) 417-2254 or (719) 457-2647 at least 10 minutes prior to the call. Callers will need to be on a touch-tone telephone to ask questions. The conference administrator will provide instructions on how to use the polling feature.

Replays of the conference call can be accessed after all appropriate filings have been made with the SEC through 7:30 p.m. (ET) on Friday, January 10th (ET) by dialling (888) 203-1112 or (719) 457-0820 plus the passcode 2899775.

In addition, the call will be broadcast live via the Internet. All interested participants should visit the Liberty Media Corporation website at <http://www.libertymedia.com/events> to register for the web cast. Links to the replay of the call will be available on the Liberty Media website after all appropriate filings have been made with the SEC. The conference call will be archived on the website for one year.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the proposed acquisition of the shares of Sirius not currently owned by Liberty and its subsidiaries, the issuance and trading of the Series C common stock, anticipated benefits of the proposed transaction and other matters that are not historical facts. These forward-looking statements involve many statements in n n man s g e e n y e s: d t e e s t h e S E: c

The directors and executive officers of Liberty and other persons may be deemed to be participants in the solicitation of proxies in respect of proposals relating to the approval of the issuance of the Series C common shares in the proposed transaction. Information regarding the directors and executive officers of Liberty and other participants in the proxy solicitation and a description of their respective direct and indirect interests, by security holdings or otherwise, will be available in the proxy materials to be filed with the SEC.

About Liberty Media Corporation

Liberty Media Corporation owns interests in a broad range of public
