

PanAmSat Holding CORP  
Form 8-K  
June 01, 2006

**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): **May 31, 2006**

**PANAMSAT HOLDING CORPORATION**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-32456**  
(Commission File Number)

**20-1728720**  
(IRS Employer Identification No.)

**20 Westport Road, Wilton, Connecticut 06897**  
(Address of Principal Executive Offices) (Zip Code)

**(203) 210-8000**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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):

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

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01            Other Events.**

On May 31, 2006, PanAmSat Holding Corporation (the Company ) issued a press release announcing that the Company intends to offer approximately \$725 million of senior notes due 2016 and that PanAmSat Corporation intends to offer approximately \$575 million of senior notes due 2016, in connection with the acquisition of the Company by Intelsat (Bermuda), Ltd., a subsidiary of Intelsat, Ltd. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01            Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1                      Press Release dated May 31, 2006

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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 hereunto duly authorized.

**PANAMSAT HOLDING CORPORATION**  
(Registrant)

Date: May 31, 2006

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/s/ James W. Cuminale  
Name: James W. Cuminale  
Title: Executive Vice President, Corporate Development,  
General Counsel and Secretary

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**EXHIBIT INDEX**

Exhibit No.	Exhibit
99.1	Press Release, dated May 31, 2006

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