

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 16, 2006**

LIBERTY GLOBAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-51360
(Commission
File Number)

20-2197030
(I.R.S. Employer
Identification No.)

12300 Liberty Boulevard, Englewood, Colorado 80112
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(303) 220-6600**

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 May 16, 2006, Liberty Global, Inc. issued a press release announcing that its Board of Directors has authorized a tender offer to purchase for cash up to 10,000,000 shares of its Series A common stock at a price per share of \$25.00 and up to 10,288,066 shares of its Series C common stock at a price per share of \$24.30. The tender offer is expected to commence on or about May 18, 2006. A copy of the press release is attached as Exhibit 99.1 hereto and its contents are incorporated herein by reference.

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: May 16, 2006

LIBERTY GLOBAL, INC.

By: /s/ Elizabeth M. Markowski

Name: Elizabeth M. Markowski

Title: Senior Vice President, Secretary
and General Counsel

Exhibit Index

Exhibit
Number

Description

99.1

Press Release



**Liberty Global Announces \$500 Million Self-Tender Offer for its
Series A and Series C Common Stock**

Denver, Colorado, May 16, 2006: Liberty Global, Inc. ("Liberty Global") (NASDAQ: LBTYA, LBTYB, LBTYK) announced today that its board of directors has authorized a cash self-tender offer to purchase up to 10,000,000 shares of its Series A common stock and up to 10,288,066 shares of its Series C common stock. Liberty Global expects to pay a purchase price of \$25.00 per share for Series A common stock and \$24.30 per share for Series C common stock, or an aggregate of \$500 million if the tender offer is fully subscribed. The tender offer prices represent a premium of approximately 10.8% over the closing prices of the Series A and Series C common stock on the Nasdaq National Market on May 15, 2006. The self tender offer is expected to commence on or about May 18, 2006 and will remain open for a minimum of 20 business days.

Liberty Global's President and CEO Mike Fries said, "This tender offer demonstrates the company's commitment to investing in its equity at current stock price levels which simply do not accurately reflect the current performance or long-term growth prospects of our business."

Liberty Global's executive officers and directors have informed the company that they do not intend to tender their shares into the offer.

The tender offer will be subject to a number of terms and conditions, which will be described in the offer to purchase to be distributed to stockholders on the date the tender offer is commenced. Neither Liberty Global nor its board of directors is making any recommendation to stockholders as to whether to tender or refrain from tendering their shares into the tender offer.

Shares purchased pursuant to the tender offer will not reduce Liberty Global's previously announced stock repurchase program, which has been suspended in accordance with applicable Federal securities laws until after the expiration or earlier termination of the offer.

About Liberty Global, Inc.

Liberty Global is the leading international cable operator offering advanced video, voice, and Internet-access services to connect our customers to the world of information, communications and entertainment. As of March 31, 2006, Liberty Global operated state-of-the-art broadband communications networks that served approximately 15 million customers in 18 countries principally located in Europe, Japan, Chile, and Australia. Liberty Global's operations also include significant media and programming businesses such as Jupiter TV in Japan and chellomedia in Europe.

This press release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any shares. The full details of the tender offer, including complete instructions on how to tender shares, along with the letter of transmittal and related materials, are expected to be mailed to stockholders on or about May 18, 2006. Stockholders should carefully read the offer to purchase, the letter of transmittal and other related materials when they are available because they will contain important information. Stockholders may obtain free copies, when available, of the Tender Offer Statement on Schedule TO, the offer to purchase and other documents that will be filed by Liberty Global with the U.S. Securities and Exchange Commission at the commission's website at www.sec.gov. Stockholders also may obtain a copy of these documents, without charge, from D.F. King & Co., Inc., the information agent for the tender offer, by calling toll free 1-800-347-4750. STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY PRIOR TO MAKING ANY DECISION WITH RESPECT TO THE TENDER OFFER.

Forward-Looking Statements: This press release contains forward-looking statements within the meaning of the Federal securities laws, including the anticipated launch date of, and price to be paid in, the proposed self-tender offer by Liberty Global. These forward looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. For a description of these risks and uncertainties, please see Liberty Global's most recently filed Form 10-Q and Form 10-K filed with the Securities and Exchange Commission.

For more information, please visit **www.lgi.com** or contact:

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