

SIRIUS XM RADIO INC.
Form 424B7
January 07, 2009

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*Prospectus Supplement No. 1
(To Prospectus Supplement dated October 28, 2008
to Prospectus dated July 25, 2008)*

Sirius XM Radio Inc.

COMMON STOCK

This prospectus supplement relates to the resale from time to time by selling stockholders of shares of our common stock that we have issued to them upon the exchange of XM Satellite Radio Inc.'s 7% Exchangeable Senior Subordinated Notes due 2014, which we refer to as the notes.

This prospectus supplement, which supplements the prospectus dated July 25, 2008, as supplemented by the prospectus supplement dated October 28, 2008, contains information about certain selling stockholders.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

January 7, 2009.

SELLING STOCKHOLDERS

XM Satellite Radio Inc. (XM Inc.) originally issued the notes to the initial purchasers in transactions exempt from the registration requirements of the Securities Act. The initial purchasers resold the notes to persons reasonably believed by the initial purchasers to be qualified institutional buyers within the meaning of Rule 144A under the Securities Act in transactions exempt from registration under the Securities Act. The selling stockholders, including their transferees, pledgees or donees or their successors, may from time to time offer and sell the shares of our common stock delivered upon the exchange of the notes under this prospectus supplement pursuant to existing registration rights conferred by the registration rights agreement dated as of August 1, 2008 among us, XM Inc. and the initial purchasers. Our registration of the shares of common stock issuable upon exchange of the notes does not necessarily mean that the selling stockholders will sell all or any of the shares of common stock.

The table of selling stockholders appearing under the caption Selling Stockholders beginning on page S-8 of the prospectus supplement dated October 28, 2008 is hereby supplemented by adding the information regarding certain selling stockholders set forth in the table entitled Additional Selling Stockholders below.

The following table sets forth certain information as of January 7, 2009 concerning the shares of common stock that may be offered from time to time by each selling stockholder identified below pursuant to this prospectus supplement. The information is based on information provided by or on behalf of the selling stockholders.

Because the selling stockholders may offer all or some portion of the common stock, no estimate can be given as to the amount of the shares of common stock that will be held by the selling stockholders upon termination of any sales. Information about the selling stockholders may change over time. In particular, the selling stockholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided to us information regarding their notes or common stock. Any changed or new information given to us by the selling stockholders will be set forth in supplements to this prospectus supplement or amendments to the registration statement of which this prospectus supplement is a part, if and when necessary.

Except as set forth in the table, none of the selling stockholders identified below nor any of their affiliates, officers, directors or principal equity holders (5% or more) has held any position or office or has had any other material relationship with us or XM Inc. (or our or XM Inc.'s predecessors or affiliates) during the past three years.

Additional Selling Stockholders

Name(1)	Shares of Common		Number of	Percentage of
	Stock Beneficially Owned Prior to Offering(2)	Shares of Common Stock That May be Offered Hereby(2)	Shares of Common Stock Beneficially Owned After Offering(3)	Outstanding Shares of Common Stock Beneficially Owned After Offering(3)
Canyon Capital Arbitrage Master Fund, Ltd.(4)	5,133,333	5,133,333		
Canyon Value Realization Fund, L.P.(5)	2,125,333	2,125,333		

Canyon Value Realization MAC 18, Ltd. ⁽⁶⁾	367,999	367,999
LYXOR/Canyon Capital Arbitrage Fund Limited ⁽⁷⁾	1,466,666	1,466,666
The Canyon Value Realization Fund (Cayman), Ltd. ⁽⁸⁾	5,573,332	5,573,332

(*) Less than one percent.

(+) The selling stockholder is a registered broker-dealer. Selling stockholders that are also broker-dealers may be deemed to be underwriters within the meaning of that term under the Securities Act.

(++) The selling stockholder is an affiliate of a registered broker-dealer.

(1) Information concerning other selling stockholders will be set forth in additional supplements to the prospectus supplement from time to time, if required.

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- (2) Assumes exchange of all of the selling stockholder's notes at an exchange rate of 533.3333 shares of our common stock per \$1,000 principal amount of the notes. This exchange rate is subject to certain adjustments. As a result, the number of shares of common stock issuable upon exchange of the notes may increase or decrease in the future. Under the terms of the indenture governing the notes, fractional shares will not be issued upon exchange of the notes. Cash will be paid instead of fractional shares, if any.
- (3) Calculated based on Rule 13d-3(d)(i) of the Exchange Act, using 3,651,765,837 shares of common stock outstanding as of December 31, 2008 (including 262,399,983 shares of common stock issued and lent to affiliates of the initial purchasers of the notes in order to facilitate hedging transactions). In calculating this amount for each stockholder, we treated as outstanding the number of shares of common stock issuable upon exchange of that stockholder's notes, but we did not assume exchange of any other stockholder's notes. The beneficial ownership in this column assumes that the selling stockholder sells all of the shares offered by this prospectus supplement issuable upon the exchange of the notes that are beneficially owned by the selling stockholder as of the date of this prospectus supplement, and that any other shares of common stock owned by the selling stockholder as of the date of this prospectus supplement will continue to be beneficially owned by the selling stockholder.
- (4) Canyon Capital Advisors LLC is the investment advisor of Canyon Capital Arbitrage Master Fund, Ltd. and as such has the power to direct investments by Canyon Capital Arbitrage Master Fund, Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.
- (5) The general partner of Canyon Value Realization Fund, L.P. is Canpartners Investments III, L.P. and as such has the voting power. (The general partner of Canpartners Investments III, L.P. is Canyon Capital Advisors LLC.) Canyon Capital Advisors LLC is the investment advisor of Canyon Value Realization Fund, L.P. and as such, has the power to direct investments by Canyon Value Realization Fund, L.P. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner. Canyon Value Realization Fund, L.P. is a limited partnership formed in Delaware.
- (6) Canyon Capital Advisors LLC is the investment advisor of Canyon Value Realization MAC 18, Ltd. and as such has the power to direct investments by Canyon Value Realization MAC 18, Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.
- (7) Canyon Capital Advisors LLC is the investment advisor of LYXOR/Canyon Capital Arbitrage Fund Limited and as such has the power to direct investments by LYXOR/Canyon Capital Arbitrage Fund Limited. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.
- (8) Canyon Capital Advisors LLC is the investment advisor of The Canyon Value Realization Fund (Cayman), Ltd. and as such has the power to direct investments by The Canyon Value Realization Fund (Cayman), Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.

Only selling stockholders identified above, or in previous prospectus supplements, who beneficially own the shares of common stock may sell such securities under the registration statement. Prior to any use of this prospectus supplement in connection with an offering of shares of our common stock by any stockholder not identified above, this prospectus supplement will be supplemented to set forth the name and other information about the selling stockholder intending to sell such shares of common stock. The prospectus supplement will also disclose whether any selling stockholder or any of its affiliates, officers, directors or principal equity holders (5% or more) has held any position or office or has had any other material relationship with us or XM Inc. (or our or XM Inc.'s predecessors or affiliates) during the past

three years.

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