

SIRIUS XM RADIO INC.  
Form 8-K  
May 22, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 22, 2013 (May 21, 2013)

**SIRIUS XM RADIO INC.**

(Exact Name of Registrant as Specified in Charter)



**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On Tuesday, May 21, 2013, we held our annual meeting of stockholders. At the annual meeting, stockholders voted on the matters disclosed in our definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 10, 2013. The final voting results for the matters submitted to a vote of stockholders are as follows:

*Item 1 – Election of Directors*

At the annual meeting, the holders of our common stock elected the persons listed below as directors.

	<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Broker Non-Votes</u>
Joan L. Amble	4,741,638,464	22,700,911	1,241,979,661
Mark D. Carleton	4,506,779,057	257,560,318	1,241,979,661
David J.A. Flowers	4,291,542,778	472,796,597	1,241,979,661
Eddy W. Hartenstein	4,737,870,725	26,468,650	1,241,979,661
James P. Holden	4,689,304,061	75,035,314	1,241,979,661
Gregory B. Maffei	4,132,011,958	632,327,417	1,241,979,661
Evan D. Malone	4,681,375,052	82,964,323	1,241,979,661
James E. Meyer	4,730,999,434	33,339,941	1,241,979,661
James F. Mooney	4,740,246,069	24,093,306	1,241,979,661
Robin S. Pringle	4,681,187,120	83,152,255	1,241,979,661
Carl E. Vogel	4,575,466,587	188,872,788	1,241,979,661
Vanessa A. Wittman	4,741,228,343	23,111,032	1,241,979,661
David Zaslav	4,739,129,554	25,209,821	1,241,979,661

*Item 2 – Ratification of Appointment of KPMG LLP as Independent Registered Public Accountants*

The holders of our common stock ratified the appointment of KPMG LLP as our independent registered public accountants.

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Abstentions</u>
5,962,197,154	30,506,420	13,615,462

*Item 3 – Stockholder Proposal Regarding Succession Planning*

The holders of our common stock did not approve a proposal submitted by The Central Laborers' Pension Fund requesting that our board of directors amend our Corporate Governance Guidelines to adopt and disclose a written and detailed succession planning policy.

**Votes Cast For** **Votes Cast Against** **Abstentions** **Broker Non Votes**

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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.

SIRIUS XM RADIO INC.

By: /s/ Patrick L. Donnelly  
Patrick L. Donnelly  
Executive Vice President, General  
Counsel and Secretary

Dated: May 22, 2013

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