

SIRIUS XM RADIO INC.  
Form SC TO-I/A  
April 15, 2011

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE TO  
Tender Offer Statement Under Section 14(d)(1) or Section 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)**

**SIRIUS XM RADIO INC.**  
(Name of Subject Company (Issuer)  
and Name of Filing Person (Offeror))

**3<sup>1</sup>/<sub>4</sub>% Convertible Notes due 2011**  
(Title of Class of Securities)

**82966UAD5**  
(CUSIP Number of Class of Securities)

**Patrick L. Donnelly**  
**Executive Vice President, General Counsel and Secretary**  
**Sirius XM Radio Inc.**  
**1221 Avenue of the Americas, 36th Floor**  
**New York, New York 10020**  
**(212) 584-5100**

(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing person)

With copies to:  
John D. Lobrano  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000

**Calculation of Filing Fee**

<b>Transaction Valuation(1)</b>	<b>Amount of Filing Fee (2)</b>
\$98,809,310	\$11,471.77

- (1) Calculated solely for purposes of determining the amount of the filing fee. The calculation of the Transaction Value assumes that all \$97,831,000 aggregate principal amount of Sirius XM Radio Inc. s 3<sup>1</sup>/<sub>4</sub>% Convertible Notes due 2011 are purchased at the tender offer price of \$1,010 per \$1,000 principal amount of such Notes, plus accrued and unpaid interest on the Notes to, but not including the assumed payment date of April 21, 2011. The amount of the filing fee equals \$116.10 per \$1,000,000 of Transaction Value.
- (2) \$11,443.37 was paid at the time of the original filing of the Schedule TO and \$28.40 was paid concurrent with the filing of Amendment No. 1 to the Schedule TO.

- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.

Form or Registration No.: Not applicable

Filing Party: Not applicable.

Date Filed: Not applicable.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

- going private transaction subject to Rule 13e-3.

- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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### INTRODUCTION

This Amendment No. 2 (this *Amendment No. 2*) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by Sirius XM Radio Inc. (the *Company*), a corporation organized under the laws of Delaware, on March 24, 2011 (as amended, the *Schedule TO*), relating to the Company's offer to purchase for cash (the *Offer*) any and all of the Company's outstanding 4% Convertible Notes due 2011 (the *Notes*) upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 24, 2011 (the *Offer to Purchase*) and in the related Letter of Transmittal previously filed as Exhibits (a)(1)(i) and (a)(1)(ii) to the Schedule TO, respectively, each as amended or supplemented herewith. This Amendment No. 2 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule TO.

The information in the Offer to Purchase and the Letter of Transmittal, which were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein. Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Offer to Purchase.

#### **Item 3. Identity and Background of Filing Person.**

(a) The Company is the filing person. The address of the principal executive office of Sirius XM Radio Inc. is 1221 Avenue of the Americas, 36<sup>th</sup> Floor, New York, New York 10020. The telephone number of the principal executive office is (212) 584-5100. The names of the executive officers and directors of the board of directors of the Company who are persons specified in Instruction C to Schedule TO are set forth below. This Amendment No. 2 adds Mr. Vogel and Ms. Wittman, to the list below. Mr. Vogel and Ms. Wittman were appointed to the board of directors of the Company on April 12, 2011.

<b>Name</b>	<b>Position</b>
Eddy W. Hartenstein	Director, Chairman of the Board of Directors
Mel Karmazin	Director, Chief Executive Officer
Joan L. Amble	Director
Leon D. Black	Director
David J.A. Flowers	Director
Lawrence F. Gilberti	Director
James P. Holden	Director
Gregory B. Maffei	Director
John C. Malone	Director
James F. Mooney	Director
Jack Shaw	Director
Carl E. Vogel	Director
Vanessa A. Wittman	Director
Scott A. Greenstein	President and Chief Content Officer
James E. Meyer	President, Operations and Sales
Dara F. Altman	Executive Vice President and Chief Administrative Officer
Patrick L. Donnelly	Executive Vice President, General Counsel and Secretary
David J. Frear	Executive Vice President and Chief Financial Officer

The business address of each person set forth above is 1221 Avenue of the Americas, 36<sup>th</sup> Floor, New York, New York 10020. The telephone number of each person set forth above is (212) 584-5100.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 15, 2011

SIRIUS XM RADIO INC.

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

**EXHIBIT INDEX**

Exhibits filed as a part of this Schedule TO are listed below. Exhibits incorporated by reference are so indicated.

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase dated March 24, 2011.
(a)(1)(ii)	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
(a)(1)(iii)	Form of Letter to Brokers, Securities Dealers, Trust Companies and Other Nominees that are Holders of Notes.
(a)(1)(iv)	Form of Letter to Clients who are Beneficial Owners of Notes.
(a)(5)(i)	Press Release dated March 24, 2011
(a)(5)(ii)	Press Release dated April 6, 2011
(b)	Not applicable.
(c)	Not applicable.
(d)(1)	Indenture, dated as of May 23, 2003, between the Company and The Bank of New York, as trustee Incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed on May 30, 2003.
(d)(2)	Third Supplemental Indenture, dated as of October 13, 2004, between the Company and The Bank of New York, as trustee Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated October 13, 2004.
(g)	Not applicable.
(h)	Not applicable.