

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): September 9, 2008

SIRIUS XM RADIO INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other Jurisdiction  
of Incorporation)

0-24710

(Commission File Number)

52-1700207

(I.R.S. Employer  
Identification No.)

1221 Avenue of the Americas, 36<sup>th</sup> Fl., New York, NY  
(Address of Principal Executive Offices)

10020  
(Zip Code)

Registrant's telephone number, including area code: (212) 584-5100

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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:

- 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))
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**Item 7.01 Regulation FD Disclosure**

On September 9, 2008, Mel Karmazin, our Chief Executive Officer, presented at the 2008 Merrill Lynch Media Fall Preview Conference. The webcast of the presentation is available on the investor relations section of our website, [www.sirius.com](http://www.sirius.com). The webcast of the presentation will be available until 5:00 pm, ET, on Tuesday, September 16, 2008. A copy of the slides used during the presentation are attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01. We also issued a press release containing a number of matters discussed during the presentation and it is attached hereto as Exhibit 99.2 and is incorporated by reference into this Item 7.01.

Pursuant to General Instruction B.2., to Form 8-K, the information set forth in this Item 7.01, including the exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

**Item 9.01 Financial Statements and Exhibits**

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

The Exhibit Index attached hereto is incorporated herein.

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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.

SIRIUS XM RADIO INC.

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

Dated: September 9, 2008

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**EXHIBITS**

**Exhibit**

**Description of Exhibit**

- |      |  |
|------|--|
| 99.1 | Presentation slides dated September 9, 2008 for 2008 Merrill Lynch Media Fall Preview Conference |
| 99.2 | Press release dated September 9, 2008  |
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# SIRIUS |

S A T E L L I T E R A D I O



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Mel Karmazin



Merrill Lynch Media Fall Preview  
Conference  
September 9, 2008



## SIRIUS XM's unmatched programming



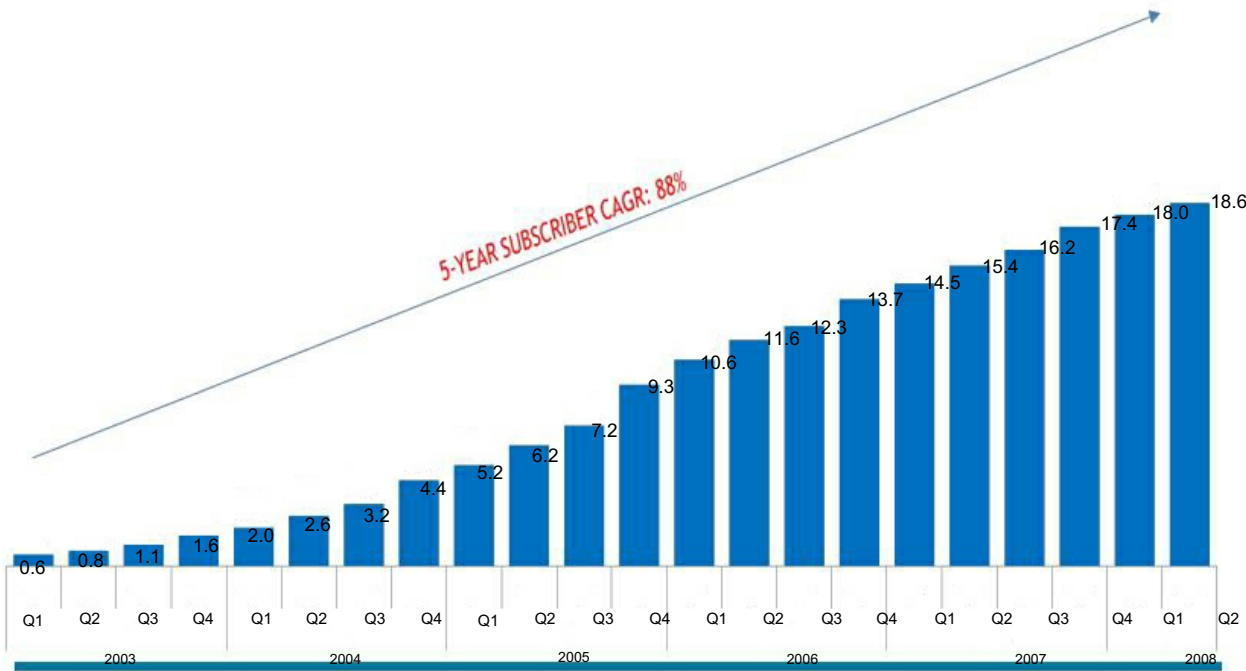
- Approximately 70 Commercial-free Music Channels
  - Pop, Rock, Dance, Hip-hop, R&B, Country, Christian, Jazz/Blues, Standards, Classical Latin/Int'l, Exclusive content, Live Music, Music "Neighborhoods"
- Over 65 news, sports, entertainment, international, weather and traffic channels
  - Play-by-Play Sports action from over 150 Colleges, Sports Talk Channels
- NFL, MLB, NASCAR, NHL, PGA Tour and IndyCar

Compelling and Exclusive content such as: Howard Stern, Bob Edwards, Oprah, Martha Stewart Radio, Playboy Radio, Blue Collar Comedy, Cosmo Radio, The Catholic Channel, The Metropolitan Opera Channel, Dr. Radio, The Mad Dog Sports Show



# Over 18.5 million subscribers and growing

Ending SIRIUS XM subs (millions)



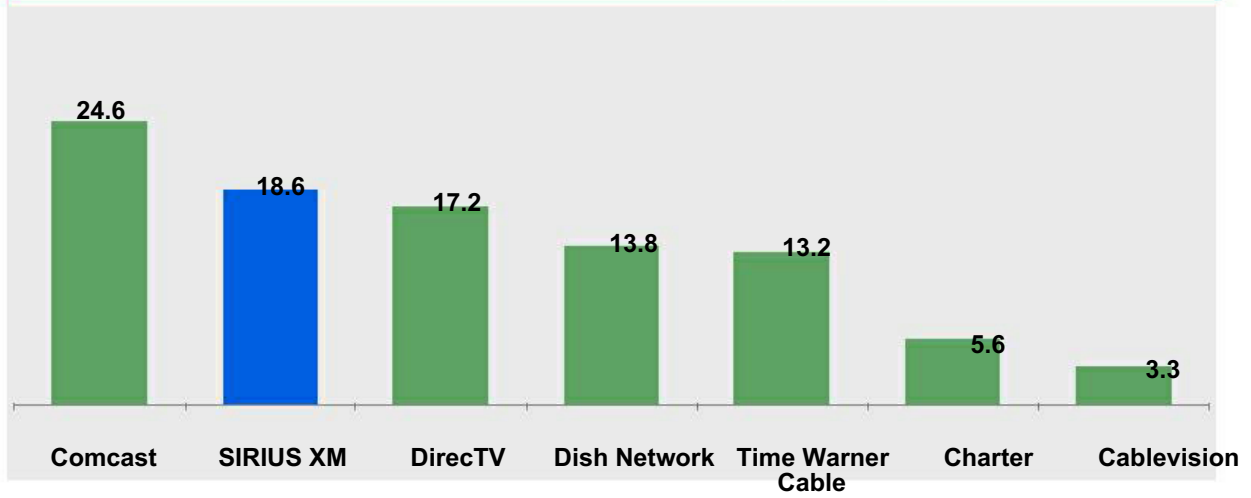
Source: Company filings





# Ranks among largest U.S. subscription media businesses

Total subscribers as of 2Q08 (millions)



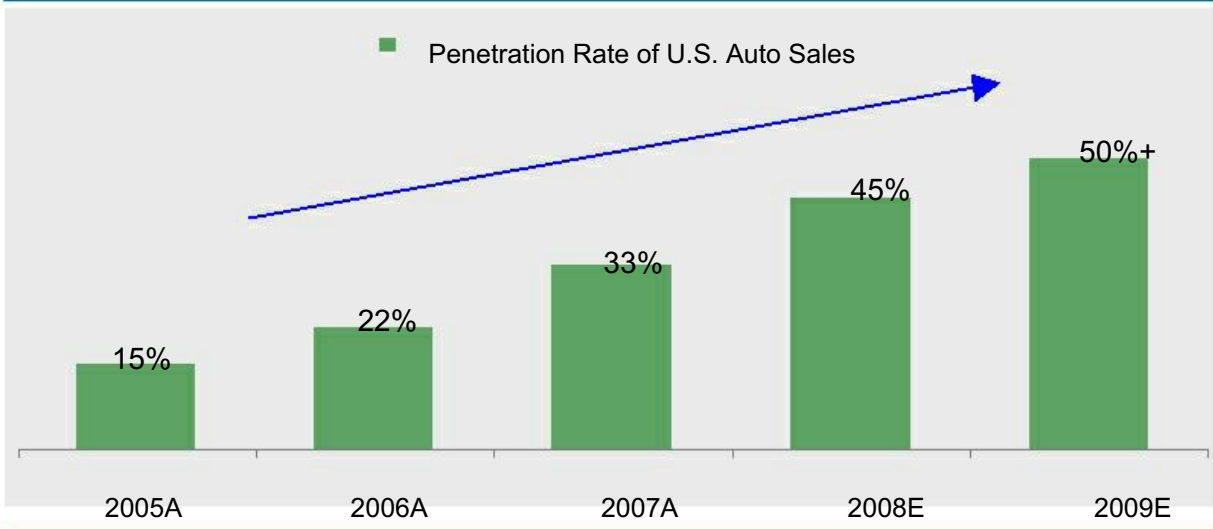
Source: Company filings

Scale creates greater operating leverage



# Penetration gains at every major automaker

Illustrative combined OEM penetration as a percentage of U.S. auto sales

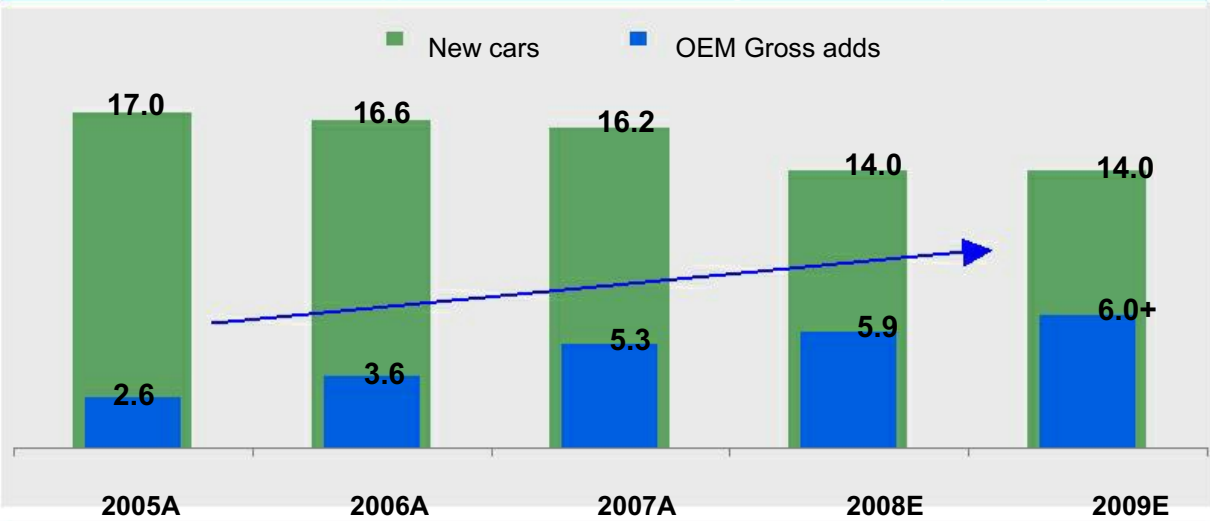


Source: Global Insight estimate as of June 2008 and company filings. Actual 2008 and 2009 numbers may differ materially.

~~Penetration gains expected to continue to drive net subscriber additions~~

# Drives OEM growth despite a tough auto sales environment

Combined approximate OEM sales and gross additions (millions)

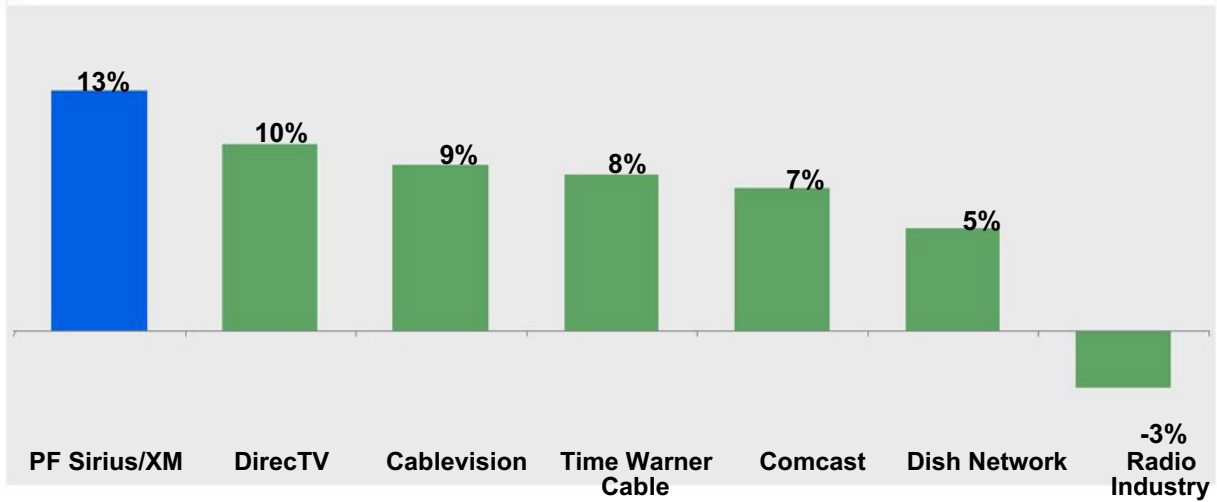


Source: Actual 2008 and 2009 numbers may differ materially. Historical figures from Global Insight; 2008 and 2009 estimates are based on industry research and is provided to show directional trends.

Despite the slowdown in new car sales, OEM gross adds are expected to rise in 2009 and 2010

## ...And among the fastest growing U.S. media businesses

2009E Revenue Growth



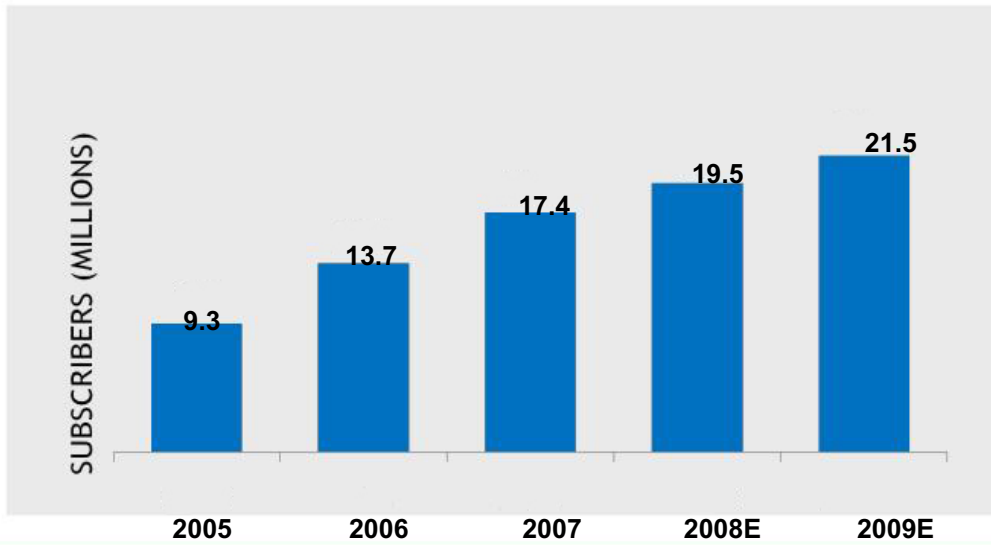
Source: Company, Merrill Lynch or Consensus Estimates

Faster growth than other subscription media



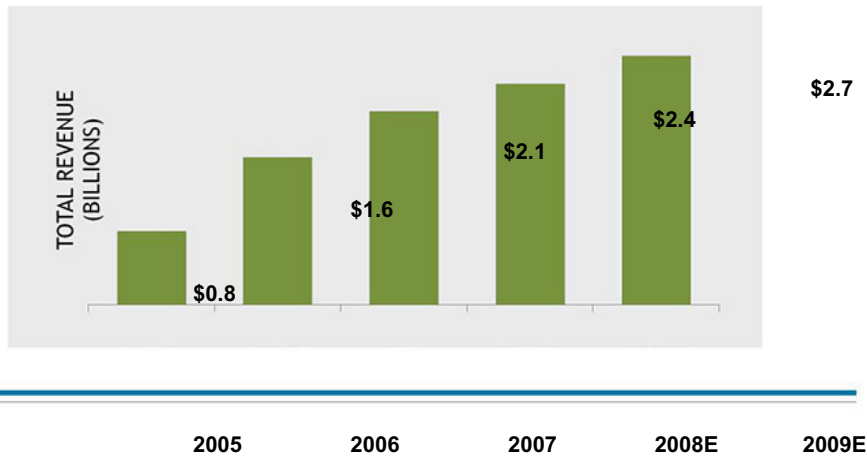
## Strong subscriber growth...

Subscriber Guidance: Approximately 19.5 mm in 2008 and 21.5 mm in 2009



Source: Company filings and estimates.

## Drives revenue growth



Source: Company filings and estimates.

## Synergies: Approx. \$425 mm in 2009 and growing

- Expected approximate 2009 synergies:
  - Satellite & Transmission: \$20 mm
    - Terrestrial repeater co-locations and new leases, headcount, and maintenance reductions
  - Programming: \$60 mm
    - Management headcount, consolidation of music / talk channels, improved production and operations
  - Customer Service & Billing: \$20 mm
    - Improved agent / telco expense, headcount, billing and operations

Synergies expected to grow in 2010 and beyond

## Synergies: Approx. \$425 mm in 2009 and growing

- Expected approximate 2009 synergies (continued):
  - Sales & Marketing: \$150 mm
    - Rationalization of consumer marketing spend, executive management, consolidation of retail / OEM sales teams
  - SAC: \$50 mm
    - Improved chipset and hardware costs, lower commissions
  - General & Administrative: \$50 mm
    - Executive and other headcount reduction, insurance savings, finance and legal savings

~~Synergies expected to grow in 2010 and beyond~~



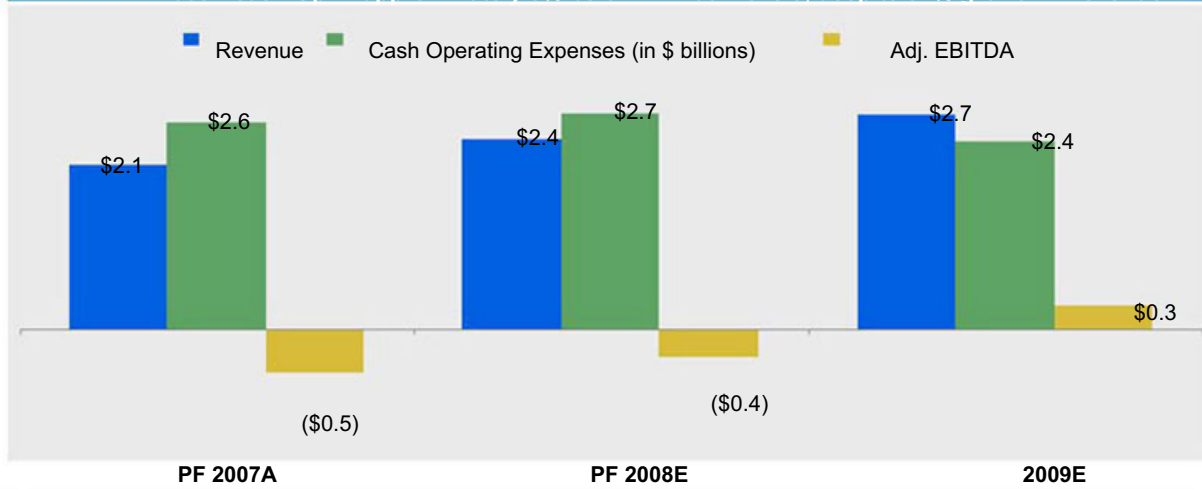
## Synergies: Approx. \$425 mm in 2009 and growing

- Expected approximate 2009 synergies (continued):
  - Research & Development: \$25 mm
    - Consolidation of aftermarket products, lower outside services costs, reduced headcount
  - Revenue Synergies: \$40 mm
    - Improved retention, ad sales efficiencies, ARPU efficiencies
  - Capital Expenditures: \$10 mm
    - Lower facilities build, terrestrial repeater savings, and IT build

Synergies expected to grow in 2010 and beyond

# Operating expenses benefit from synergies and continued cost controls

2009E cash OpEx approximately 8% below PF 2007 levels, despite 31% growth in revenue



Source: Company filings and estimates. Note, cash operating expenses excludes depreciation and amortization and stock compensation expenses. Adjusted EBITDA is net income / (loss) before interest and investment income, interest expense (net of amounts capitalized), depreciation expense, and non-cash stock compensation expense.

Adjusted EBITDA Guidance: PF 2007A: (\$0.5); PF 2008E: (\$0.4); 2009E: \$0.3; 2009F: \$0.4; 2010E: \$0.5



## 2009 maturities and refinancing

- February 2009 -- \$300 mm SIRIUS Convert
  - Exploring debt options and will act opportunistically
- May 2009 -- \$350 mm XM Bank Debt
  - Expect to extend maturities
- December 2009 -- \$400 mm XM Convert
  - Exploring options; will be refinanced following a year of solid integration execution

## New price plans to drive subscriber revenue growth

- Best of SIRIUS/XM upgrade to launch October 6
  - \$4 premium upgrade to be marketed to over 18 million existing subscribers
  - Expected to improve self-pay churn and OEM conversion rates
  - Best of SIRIUS on XM to include:
    - Howard 100, Howard 101, Martha Stewart Living Radio, SIRIUS NFL Radio\*, SIRIUS NASCAR Radio\*, Playboy Radio
  - Best of XM on SIRIUS to include:
    - Oprah & Friends, NHL Home Ice\*, The Virus, Public Radio featuring Bob Edwards, The PGA Tour Network
- A La Carte radios in stores and serviced launches October 6
  - Lower price options to retain more price sensitive subscribers

\* Sports offerings on "Best of Both" will also include channels for play-by-play of NHL and NFL games and NASCAR races.

## SIRIUS XM Summary Highlights

- Best programming expected to drive subscriber and revenue growth
- Enhanced scale and competitive position
- Opportunity to reduce churn; improve conversion rate
- Increased advertising reach
- Continued improvement in subscriber economics
- Improved financial performance through realization of significant cost synergies
- Accelerated EBITDA and free cash flow generation
- Highly experienced management team with proven leadership
- Significant value creation for all stakeholders

# Disclaimer on forward-looking statements

The guidance contained herein are based upon a number of assumptions and estimates that, while considered reasonable by us when taken as a whole, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, the guidance is based upon specific assumptions with respect to future business conditions, some or all of which will change. The guidance, like any forecast, is necessarily speculative in nature and it can be expected that the assumptions upon which the guidance is based will not prove to be valid or will vary from actual results. Actual results will vary from the guidance and the variations may be material. Consequently, the guidance should not be regarded as a representation by us or any other person that the subscribers, synergies, revenue, and adjusted EBITDA will actually be achieved. You are cautioned not to place undue reliance on this information.

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the business combination transaction involving SIRIUS and XM, including potential synergies and cost savings and the timing thereof, future financial and operating results, the combined company's plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "will," "should," "may," or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of SIRIUS' and XM's management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond the control of SIRIUS and XM. Actual results may differ materially from the results anticipated in these forward-looking statements.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statement: general business and economic conditions; the performance of financial markets and interest rates; the ability to obtain governmental approvals of the transaction on a timely basis; the failure to realize synergies and cost-savings from the transaction or delay in realization thereof; the businesses of SIRIUS and XM may not be combined successfully, or such combination may take longer, be more difficult, time-consuming or costly to accomplish than expected; and operating costs and business disruption following the merger, including adverse effects on employee retention and on our business relationships with third parties, including manufacturers of radios, retailers, automakers and programming providers. Additional factors that could cause SIRIUS' and XM's results to differ materially from those described in the forward-looking statements can be found in SIRIUS' and XM's Annual Reports on Form 10-K for the year ended December 31, 2007 and their respective Quarterly Reports on Form 10-Q for the quarter ended June 30, 2008, which are filed with the Securities and Exchange Commission (the "SEC") and available at the SEC's Internet site (<http://www.sec.gov>). The information set forth herein speaks only as of the date hereof, and SIRIUS and XM disclaim any intention or obligation to update any forward looking statements as a result of developments occurring after the date of this communication.

## Reconciliation of non-GAAP financial metrics

This presentation and accompanying press release includes the following non-GAAP financial measures: cash operating expenses and adjusted EBITDA. SIRIUS XM defines cash operating expenses as total operating expenses less depreciation and amortization and stock-based compensation. SIRIUS XM defines Adjusted EBITDA as net income / (loss) plus depreciation and amortization, stock-based compensation, other expense, and income tax expense.

Figures are in thousands of dollars.

Reconciliation of Cash Operating Expenses	2007 PF Combined	Reconciliation of Adjusted EBITDA	2007 PF Combined
Total operating expenses	3,210,802	Net loss	(1,467,329)
Depreciation and amortization	(447,658)	Depreciation and amortization	447,658
Stock-based compensation	(165,099)	Stock-based compensation	165,099
Cash operating expenses	2,598,045	Other expense	313,639
		Income tax expense	1,496
		Adjusted EBITDA	(539,437)

# SIRIUS | ((XM))

S A T E L L I T E R A D I O







## **SIRIUS XM Radio Provides Merger Update**

*Increased Estimate of Net Synergies to \$425 Million in 2009*

*Provides Further Details on Synergies Estimates*

*Updates on 2008 – 2009 Financial Guidance*

*“Best of Both” to Launch October 6, 2008*

**NEW YORK – September 9, 2008** – SIRIUS XM Radio (NASDAQ: SIRI) today provided an update on the company’s guidance, a detailed breakdown of expected 2009 synergies, and an outline of the company’s new “Best of Both” programming options.

The guidance and information was outlined today at the 2008 Merrill Lynch Media Fall Preview Conference in Marina del Rey, CA. An audiocast of today’s presentation by SIRIUS XM at the conference is available at the investor relations section of the company’s website, [www.sirius.com](http://www.sirius.com). The audiocast will continue to be available until 5:00 pm, ET, on Tuesday, September 16, 2008.

The company provided the following new guidance for 2008 and 2009:

### **Subscribers**

- The company expects to end 2008 with approximately 19.5 million subscribers and to end 2009 with approximately 21.5 million subscribers.

### **Revenue**

- SIRIUS XM expects to post pro forma revenue of approximately \$2.4 billion in 2008 and to post revenue of approximately \$2.7 billion in 2009.

### **Adjusted EBITDA**

- SIRIUS XM expects a pro forma adjusted EBITDA loss of approximately \$350 million in 2008 and reiterated its previously stated financial guidance of approximately \$300 million in positive adjusted EBITDA for 2009. Adjusted EBITDA is net income / (loss) before interest and investment income, interest expense (net of amounts capitalized), depreciation expense, and non-cash stock compensation expense.

### **Synergies**

- SIRIUS XM announced it is increasing its estimate of net synergies to \$425 million in 2009.
  - The Company also provided a line item breakdown of how the expected 2009 synergies will be achieved, which will be available as an exhibit to the Current Report on Form 8-K that the company is filing today.
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"We have made great strides over the last six weeks and continue to make progress integrating the company and delivering on our promises to customers and stockholders," said Mel Karmazin, CEO of SIRIUS XM Radio. "We are finding significant cost savings on every line item of the P&L and are beginning to realize these synergies already. SIRIUS XM also continues to be one of the strongest growth stories in media, with pro forma revenue growth of approximately 17% in 2008."

Today, the company also announced the content line-up for SIRIUS XM's new "Best of Both" programming options. As part of "Best of Both" programming, most current XM customers will continue to receive their existing XM service, and be able to obtain select SIRIUS programming. Likewise, most current SIRIUS customers will continue to receive their existing SIRIUS service and be able to obtain select XM programming. In addition to their existing service, SIRIUS and XM subscribers will be able to purchase the following channels:

<u>SIRIUS on XM</u>	<u>XM on SIRIUS</u>
Howard 100	NBA*
Howard 101	NHL Home Ice *
Martha Stewart Living Radio	Oprah & Friends
SIRIUS NFL Radio *	The Virus
SIRIUS NASCAR Radio	Public Radio with Bob Edwards
Playboy Radio	College Sports *
	PGA Tour

\* Sports offerings will also include channels for play-by-play of NBA, NHL, NFL, and College Sports games.

Included on the "Best of" XM on SIRIUS will be such shows as Basketball and Beyond, hosted by Duke and Olympic basketball coach Mike Krzyzewski; Andretti Green, with driver Danica Patrick; 60/20, a sports magazine show by Luke Russert and James Carville; Indy Racing League car races; and games from the top college conferences, including the PAC 10, SEC, Big 10, Big 12, Big East and ACC.

Karmazin stated, "We have been working closely with our content providers since the day the merger closed and have made significant progress in those discussions. The resulting "Best of Both" options we are outlining today represents another step towards fulfilling our promise of more choices and lower prices for our subscribers. We are very excited to begin offering existing and prospective listeners access to even more compelling programming and new packages."

"Best of Both" programming will be available to satellite radio consumers beginning October 6, 2008 on most existing satellite radios at a monthly cost of \$16.99. Also, the company's full slate of new packages will be available to consumers on Oct. 6, including the opportunity to choose programming on an a la carte basis for the first time ever in subscription media.

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#### **About SIRIUS XM Radio**

SIRIUS XM Radio is America's satellite radio company delivering the "The Best Radio on Radio" to more than 18 million subscribers, including 100% commercial free music, and premier sports, news, talk, entertainment, traffic and weather.

SIRIUS XM Radio has exclusive content relationships with an array of personalities and artists, including Howard Stern, Oprah, Martha Stewart, Jimmy Buffett, Elvis, Jamie Foxx, Barbara Walters, Frank Sinatra, Opie & Anthony, The Grateful Dead, Willie Nelson, Bob Dylan, Dale Earnhardt Jr., Tom Petty, and Bob Edwards. SIRIUS XM Radio is the leader in sports programming as the Official Satellite Radio Partner of the NFL, Major League Baseball, NASCAR, NHL, and PGA Tour, and broadcasts major college sports.

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SIRIUS XM Radio has exclusive arrangements with every major automaker. SIRIUS XM Radio products are available at [shop.sirius.com](http://shop.sirius.com) and [shop.xmradio.com](http://shop.xmradio.com), and at retail locations nationwide, including Best Buy, Circuit City, RadioShack, Target, Sam's Club, and Wal-Mart.

SIRIUS XM Radio also offers SIRIUS Backseat TV, the first ever live in-vehicle rear seat entertainment featuring Nickelodeon, Disney Channel and Cartoon Network; XM NavTraffic service for GPS navigation systems delivers real-time traffic information, including accidents and road construction, for more than 80 North American markets.

*The guidance contained herein are based upon a number of assumptions and estimates that, while considered reasonable by us when taken as a whole, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, the guidance is based upon specific assumptions with respect to future business conditions, some or all of which will change. The guidance, like any forecast, is necessarily speculative in nature and it can be expected that the assumptions upon which the guidance is based will not prove to be valid or will vary from actual results. Actual results will vary from the guidance and the variations may be material. Consequently, the guidance should not be regarded as a representation by us or any other person that the subscribers, synergies, revenue, and adjusted EBITDA will actually be achieved. You are cautioned not to place undue reliance on this information.*

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P-SIRI  
G-SIRI

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