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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): July 21, 2004

SIRIUS SATELLITE 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.)
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1221 Avenue of the Americas, 36th Fl., New York, NY (Address of Principal Executive Offices)	10020 (Zip Code)
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Registrant's telephone number, including area code: (212) 584-5100

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Item 5. Other Events.

On July 21, 2004, we reported our financial and operating results for the quarter ended June 30, 2004. These results are discussed in the press release attached hereto as Exhibit 99.1, which is incorporated by reference in its entirety.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) 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 thereunto duly authorized.

SIRIUS SATELLITE RADIO INC.

By: /s/ Patrick L. Donnelly

Patrick L. Donnelly
Executive Vice President, General Counsel and
Secretary

Dated: July 21, 2004

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EXHIBIT INDEX

<TABLE> <CAPTION> Exhibit -----	Description of Exhibit -----
<S> 99.1	<C> Press Release dated July 21, 2004.

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[SIRIUS SATELLITE RADIO LOGO]

Over 120 Channels

SIRIUS SATELLITE RADIO ANNOUNCES SECOND QUARTER
2004 FINANCIAL AND OPERATING RESULTS

- o Subscriber Base Increased 37% to 480,341
- o Record Quarter For Net Additions
- o Revenue Improved 42% Over First Quarter 2004
- o Company Reaffirms Forecast of One Million Subscribers by Year End

NEW YORK - July 21, 2004 - SIRIUS (NASDAQ: SIRI), the premium satellite radio provider known for delivering the very best in commercial-free music and premier sports programming to cars and homes across the country, today announced second quarter 2004 financial and operating results.

As of June 30, 2004, SIRIUS had 480,341 subscribers. This reflects record-setting net additions of 128,678 subscribers during the quarter, which exceeds SIRIUS' previous record in the fourth quarter of 2003, and represents a 37% increase in subscribers over the first quarter of this year, as well as a 347% increase over the net subscriber additions of 37,127 reported on June 30, 2003. The company exceeded 500,000 subscribers on July 13, and expects to have one million subscribers by the end of this year.

During the second quarter of 2004, SIRIUS continued to experience significant gains in the retail channel, fueled by increased product availability and growing consumer awareness. During the quarter, SIRIUS added 81,185 subscribers from the retail channel, 315% more than were activated in the second quarter of 2003. SIRIUS products, including in-dash receivers for vehicles and boats, receivers for the home market, transportable "Plug-&-Play" receivers for cars, trucks, RVs, boats and homes, as well as portable boomboxes, are currently available nationwide.

"The second quarter was a strong one for SIRIUS, and is indicative of the excitement that we continue to generate for our premium programming," said Joseph P. Clayton, CEO of SIRIUS. "It's becoming clearer everyday that consumers are responding favorably to the quality, breadth and diversity of our content. With the start of our NFL play-by-play game coverage this coming football season, combined with the recent launch of Elvis Radio, yesterday's premiere of Tony Hawk's Demolition Radio, the upcoming launch of the Maxim Radio channel and our newly announced channel to be developed with Eminem, we are confident that we will continue to dazzle our listeners."

During the second quarter of 2004, SIRIUS added 47,652 subscribers through its automotive, boating and trucking relationships, which is more than double the figure reported in the first quarter.

Conference Call Information:

SIRIUS will hold a conference call today at 10am ET to discuss operating and financial results with Wall Street analysts. The public, members of the investment community and the press will have live access to the conference call via the company's website www.sirius.com and on the Sirius service by tuning to SIRIUS Channel 131. A replay of the call will also be available on our website for 10 days.

SECOND QUARTER 2004 VERSUS SECOND QUARTER 2003

For the second quarter of 2004, SIRIUS recognized total revenue of \$13.2 million, compared to \$2.1 million for the second quarter of 2003. SIRIUS reported a loss from operations of \$(133.0) million for the second quarter of 2004, compared to a loss from operations of \$(109.8) million for the second quarter of 2003. Adjusted loss from operations for the quarter was \$(97.3) million compared to adjusted loss from operations of \$(86.5) million for the second quarter of 2003 (refer to reconciliation table of loss from operations to adjusted loss from operations).

SIRIUS reported a net loss applicable to common stockholders of \$(136.8) million, or \$(0.11) per share, for the second quarter of 2004, compared with a net loss applicable to common stockholders of \$(111.8) million, or \$(0.12) per share, for the second quarter of 2003.

For the second quarter of 2004, average monthly revenue per subscriber, or ARPU, was \$10.54. Excluding the effects of mail-in rebate programs, ARPU for the second quarter of 2004 was \$10.90.

SIRIUS maintains a strong cash position, ending the second quarter with \$640 million in cash, cash equivalents, and marketable securities. Cash flow from operating activities for the quarter was \$(64.8) million compared to cash flow from operating activities of \$(64.6) million for the second quarter of 2003.

(Selected financial information follows).

SIRIUS defines adjusted loss from operations as loss from operations before depreciation expense, non-cash stock compensation expense, and expense for equity securities granted to third parties. Adjusted loss from operations is not a measure of financial performance under accounting principles generally accepted in the United States. SIRIUS believes adjusted loss from operations is useful to investors because it represents operating expenses of the company excluding the effects of non-cash items. Because adjusted loss from operations is not a measurement determined in accordance with accounting principles generally accepted in the United States and is thus susceptible to varying calculations, adjusted loss from operations as presented may not be comparable to other similarly titled measures of other companies and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with accounting principles generally accepted in the United States.

SIRIUS defines average monthly revenue per subscriber, or ARPU, as the total earned subscription revenue and activation revenue during the period, over the daily weighted average number of subscribers for the period. ARPU is not a measure of financial performance under accounting principles generally accepted in the United States and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with accounting principles generally accepted in the United States.

SIRIUS defines subscriber acquisition costs, or SAC, as costs of incentives for the purchase, installation, and activation of SIRIUS radios, as well as subsidies paid to radio and chipset manufacturers, automakers and retailers and the negative margin on equipment sales. SAC is not a measure of financial performance under accounting principles generally accepted in the United States.

Sirius Satellite Radio Inc.
 Financial Highlights
 (In thousands, except per
 share data)
 (Unaudited)

<TABLE>
 <CAPTION>

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2004	2003	2004	2003
	----	----	----	----
<S>	<C>	<C>	<C>	<C>
Statement of Operations:				
Subscriber revenue, including effects of mail-in rebates	\$ 12,950	\$ 2,029	\$ 22,152	\$ 3,583
Advertising revenue, net of agency fees	130	27	150	44
Equipment revenue	140	--	190	--
Other revenue	10	17	29	37
	-----	-----	-----	-----
Total revenue	13,230	2,073	22,521	3,664
	-----	-----	-----	-----
Operating expenses:				
Cost of services:				
Satellite and transmission	8,183	7,688	16,595	15,555

Programming and content	11,185	7,639	20,363	14,213
Customer service and billing	4,529	16,320	8,389	18,522
Cost of equipment	405	--	469	--
Sales and marketing	41,358	28,680	76,311	60,166
Subscriber acquisition costs	34,711	9,273	61,692	21,137
General and administrative	11,420	12,464	19,289	21,558
Research and development	6,045	6,467	11,774	13,440
Depreciation expense	23,583	23,463	47,271	47,563
Non-cash stock compensation expense (benefit)	4,796	(123)	12,861	436
	-----	-----	-----	-----
Total operating expenses	146,215	111,871	275,014	212,590
	-----	-----	-----	-----
Loss from operations	(132,985)	(109,798)	(252,493)	(208,926)
Other income (expense):				
Debt restructuring	--	--	--	256,538
Interest and investment income	1,946	1,327	3,615	2,670
Interest expense	(5,269)	(3,365)	(28,968)	(22,030)
Other income	71	--	71	--
	-----	-----	-----	-----
Total other income (expense)	(3,252)	(2,038)	(25,282)	237,178
(Loss) income before income taxes	(136,237)	(111,836)	(277,775)	28,252
Income tax expense	(560)	--	(3,081)	--
	-----	-----	-----	-----
Net (loss) income	(136,797)	(111,836)	(280,856)	28,252
Preferred stock dividends	--	--	--	(8,574)
Preferred stock deemed dividends	--	--	--	(79,634)
	-----	-----	-----	-----
Net loss applicable to common stockholders	\$ (136,797)	\$ (111,836)	\$ (280,856)	\$ (59,956)
	=====	=====	=====	=====
Net loss per share applicable to common stockholders (basic and diluted)	\$ (0.11)	\$ (0.12)	\$ (0.23)	\$ (0.09)
	=====	=====	=====	=====
Weighted average common shares outstanding (basic and diluted)	1,235,920	931,720	1,226,764	631,421
	=====	=====	=====	=====

</TABLE>

Sirius Satellite Radio Inc.
Financial Highlights
(In thousands)
(Unaudited)

<TABLE>
<CAPTION>

	As of June 30, 2004	As of Dec 31, 2003
	----- <C>	----- <C>
<S>		
Selected Balance Sheet Data:		
Cash, cash equivalents and marketable securities	\$ 639,599	\$ 549,883
Restricted investments	92,115	8,747
Working capital	545,912	497,661
Total assets	1,800,871	1,617,317
Long-term debt	426,037	194,803
Total liabilities	573,525	292,123
Accumulated deficit	(1,434,550)	(1,153,694)
Stockholders' equity	1,227,346	1,325,194

</TABLE>

The following table reconciles GAAP loss from operations to adjusted loss from operations:

<TABLE>
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Months Ended	For the Three Months Ended		For the Six
	June 30,		June
30,			
-----	-----		-----
2003	2004	2003	2004
-----	-----		-----
<S>	<C>	<C>	<C>
<C>			
GAAP loss from operations, as reported	\$ (132,985)	\$ (109,798)	\$ (252,493)
\$(208,926)			
Depreciation expense	23,583	23,463	47,271
47,563			
Non-cash stock compensation expense			
(benefit)	4,796	(123)	12,861
436			
Expense for equity securities granted to			
third parties included in:			
Programming and content	780	--	1,268
--			
Sales and marketing	6,291	5	15,563
6			
General and administrative	88	--	88
--			
Research and development	128	--	128
--			
-----	-----		-----
Adjusted loss from operations	\$ (97,319)	\$ (86,453)	\$ (175,314)
\$(160,921)			
=====	=====		=====

</TABLE>

Sirius Satellite Radio Inc.
Financial Highlights
(In thousands)
(Unaudited)

<TABLE>
<CAPTION>

	For the Six Months Ended	
	June 30,	
	2004	2003
	-----	-----
<S>	<C>	<C>
Statements of Cash Flows:		
Cash flows from operating activities:		
Net (loss) income	\$ (280,856)	\$ 28,252
Adjustments to reconcile net (loss) income		
to net cash used in operating		
activities:		
Depreciation expense	47,271	47,563
Non-cash interest expense	20,595	2,188
Non-cash stock compensation expense	12,861	436
Loss on disposal of assets	19	14,465
Non-cash gain associated with debt		
restructuring	--	(261,275)
Costs associated with debt restructuring	--	4,737
Expense for equity securities granted to third		
parties	17,047	6
Increase (decrease) in cash and cash		
equivalents resulting from changes in		
assets and liabilities:		
Marketable securities	(92)	(1,185)
Prepaid expenses and other assets	(4,978)	6,216
Accounts payable and accrued expenses	29,474	7,325
Accrued interest	2,876	13,007

Deferred revenue	17,968	2,509
Other long-term liabilities	1,106	--
	-----	-----
Net cash used in operating activities	(136,709)	(135,756)
	-----	-----
Cash flows from investing activities:		
Additions to property and equipment	(10,340)	(10,179)
Sale of property and equipment	28	--
Purchases of restricted investments	(85,000)	--
Maturities of available-for-sale securities	25,000	150,000
	-----	-----
Net cash (used in) provided by investing activities	(70,312)	139,821
	-----	-----
Cash flows from financing activities:		
Proceeds from issuance of common stock, net	--	342,659
Proceeds from issuance of long-term debt, net	293,600	194,224
Proceeds from exercise of options	6,682	--
Proceeds from exercise of warrants	19,850	--
Costs associated with debt restructuring	--	(4,737)
Other	(67)	(51)
	-----	-----
Net cash provided by financing activities	320,065	532,095
	-----	-----
Net increase in cash and cash equivalents	113,044	536,160
Cash and cash equivalents at the beginning of the period	520,979	18,375
	-----	-----
Cash and cash equivalents at the end of the period	\$ 634,023	\$ 554,535
	=====	=====

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Sirius Satellite Radio Inc.
Quarterly Data
(Unaudited)

<TABLE>
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	Q2 2004	Q1 2004	Q4 2003	Q3 2003	Q2 2003	Q1 2003
	-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Subscribers:						
Beginning subscribers	351,663	261,061	149,612	105,186	68,059	29,947
Net additions	128,678	90,602	111,449	44,426	37,127	38,112
	-----	-----	-----	-----	-----	-----
Ending subscribers	480,341	351,663	261,061	149,612	105,186	68,059
Retail	344,349	263,164	197,650	110,821	77,713	51,969
OEM and Special Markets	111,145	63,493	39,400	15,358	7,630	4,252
Hertz	24,847	25,006	24,011	23,433	19,843	11,838

</TABLE>

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<CAPTION>

	Q2 2004	Q1 2004	Q4 2003	Q3 2003
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Monthly ARPU:				
Average monthly revenue per subscriber	\$11.19	\$11.68	\$11.99	\$12.09
Effect of Hertz subscribers	(0.29)	(0.62)	(1.19)	(1.78)
	-----	-----	-----	-----
ARPU before effects of mail-in rebates	\$10.90	\$11.06	\$10.80	\$10.31
	-----	-----	-----	-----
Effect of mail-in rebates	(0.36)	(1.14)	(2.21)	0.89
	-----	-----	-----	-----
Reported ARPU	\$10.54	\$9.92	\$8.59	\$11.20
	-----	-----	-----	-----
Average monthly revenue per Hertz subscriber	\$6.50	\$5.17	\$2.65	\$2.12

SAC:

</TABLE>

About SIRIUS

SIRIUS, now available to over 10 million DISH Network satellite TV and SIRIUS Satellite Radio subscribers, provides listeners with over 120 channels of the best commercial-free music, sports, information and entertainment, with digital quality sound coast-to-coast, broadcast daily from New York City, Los Angeles, Nashville, New Orleans, Houston and Daytona. SIRIUS offers 65 channels of 100% commercial-free music, featuring multiple categories of pop, rock, country, hip-hop, R&B, dance, jazz, classical and Latin music, along with more than 50 channels of world-class sports, news, talk entertainment, traffic and weather for a monthly subscription fee of only \$12.95, with greater savings for upfront payments of multiple months or a year or more. SIRIUS also broadcasts live play-by-play games of the NHL and the NFL, and is the official satellite radio partner of the NFL.

SIRIUS Satellite Radio products for the car, truck, home, RV and boat are manufactured by Alpine, Audiovox, Blaupunkt, Clarion, Eclipse, Jensen, JVC, Kenwood, Panasonic and U.S. Electronics, and can be purchased at major retailers including Advance Auto Parts, Best Buy, Car Toys, Circuit City, Crutchfield, Good Guys, Wal-Mart, Sears, Tweeter and Ultimate Electronics, along with RadioShack and DISH Network outlets.

SIRIUS' exclusive automotive partners DaimlerChrysler, Ford and BMW represent over 40% of new cars and light trucks sold annually in the United States. Automotive brands currently offering SIRIUS radios in select new car models include BMW, MINI, Chrysler, Dodge, Jeep(R), Nissan, Infiniti, Mazda, Audi, Ford, Lincoln-Mercury, Mercedes-Benz, Porsche and Volkswagen. Automotive brands that have announced plans to offer SIRIUS radios in select models include Jaguar, Volvo, Land Rover and Aston Martin. In 2004, SIRIUS radios are expected to be available in over 80 different car models, with more than 50 of them factory programs. Also, Hertz currently offers SIRIUS in 29 vehicle models at 53 major locations around the country. In addition, the Penske companies - Penske Auto Group, United Auto Group and Penske Trucking - are offering SIRIUS radios as a factory installed option, where available, in their cars and trucks through their dealerships.

Genmar Holdings, the world's largest manufacturer of recreational boats, Formula Boats and Winnebago, the leading supplier of recreational vehicles and motor homes, also offer SIRIUS.

Click on www.sirius.com to listen to SIRIUS live, or to find a SIRIUS retailer or car dealer in your area.

Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events or performance with respect to SIRIUS Satellite Radio Inc. are not historical facts and may be forward-looking and, accordingly, such statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, any such statements are qualified in their entirety by reference to the factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2003 filed with the Securities and Exchange Commission. Among the key factors that have a direct bearing on our results of operations are: our dependence upon third parties to manufacture, distribute, market and sell SIRIUS radios and components for those radios; the unproven market for our service; our competitive position and any events which affect the useful life of our satellites.

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