

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

**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**SIRIUS XM RADIO INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-170027**  
(IRS Employer  
Identification No.)

**1221 Avenue of the Americas, 36th Floor**  
**New York, New York 10020**  
**(212) 584-5100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**SIRIUS SATELLITE RADIO INC. 401(k) SAVINGS PLAN**  
(Full title of the Plan)

**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, including zip code, and telephone number, including area code, of agent for service)

Copies to:  
**Gary L. Sellers**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017-3954**  
**(212) 455-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.001 per share	2,000,000	\$ 0.135	\$ 270,000	\$ 10.61

- (1) This amount represents a 2,000,000 share increase in the number of shares of common stock authorized for issuance under the Sirius Satellite Radio Inc. 401(k) Savings Plan. In addition to the shares set forth in the table, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate number of shares of common stock that may be issuable as a result of stock splits, stock dividends and anti-dilution provisions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, estimated solely for the purpose of calculating the registration fee based on the average of the high and low prices per share of the registrant's common stock on December 19, 2008, as reported in the NASDAQ Global Select Market.

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## INTRODUCTION

This Registration Statement on Form S-8 is filed by Sirius XM Radio Inc., a Delaware corporation (the "Company"), to register an additional 2,000,000 shares of the Company's common stock, par value of \$0.001 per share and an indeterminate number of plan interests, issuable under the Sirius Satellite Radio Inc. 401(k) Savings Plan (the "Plan"). Pursuant to General Instruction E to Form S-8, the Company incorporates by reference into this Registration Statement the entire contents of its earlier Registration Statements on Form S-8, File Nos. 333-149186, 333-142726; 333-139214; 333-133277; 333-125118; 333-119479; 333-111221; 333-106020; 333-101515; 333-100083; 333-81914; 333-74752; 333-62818; 333-47954; and 333-65473 relating to the Plan.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2007, as amended by Amendment No. 1, filed on April 29, 2008;
2. The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008;
3. The Plan's Annual Report on Form 11-K for the year ended December 31, 2007;
4. The Company Current Reports on Form 8-K dated February 29, 2008; June 30, 2008; July 28, 2008 (Item 8.01); August 1, 2008; August 4, 2008 and; August 5, 2008; The Company Current Report on Form 8-K/A dated August 5, 2008, and the Company Current Reports on Form 8-K filed on September 25, 2008; October 1, 2008; October 20, 2008; October 29, 2008 and December 22, 2008 and
5. The description of the Company's common stock contained in the Company's Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

In addition, the following documents filed by XM Radio Holdings, Inc. ("XM") with the Commission are incorporated herein by reference:

1. XM's Annual Report on Form 10-K for the year ended December 31, 2007, as amended by Amendment No. 1 filed on April 29, 2008.
2. XM's Quarterly Report on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008.
3. XM's Current Reports on Form 8-K filed on January 7, 2008, February 7, 2008, February 29, 2008, May 21, 2008, June 26, 2008, July 17, 2008, July 21, 2008 (Item 8.01), July 28, 2008 (Item 8.01), July 30, 2008, August 6, 2008 and August 11, 2008.

All other documents filed by the Company or XM with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this registration statement and prior to the filing of a

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post-effective amendment which indicates that all securities registered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

### **Item 5. Interests of Named Experts and Counsel**

Patrick L. Donnelly, Esq., whose legal opinion with respect to the securities registered hereunder is filed as Exhibit 5 hereto, is an employee of the Company and participates in the Plan and other benefit plans established by the Company.

### **Item 8. Exhibits**

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

The Company has submitted the Plan to the Internal Revenue Service (the "IRS"). The Company hereby undertakes to submit any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 23, 2008.

SIRIUS XM RADIO INC.

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

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Patrick L. Donnelly and Ruth A. Ziegler, and each of them, his true and lawful agent, proxy and attorney-in-fact, each acting alone with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign and file with the Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact, any of them or any of his or their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mel Karmazin</u> Mel Karmazin	Chief Executive Officer (Principal Executive Officer) and Director	December 23, 2008
<u>/s/ David J. Frear</u> David J. Frear	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 23, 2008
<u>/s/ James Rhyu</u> James Rhyu	Senior Vice President and Corporate Controller (Principal Accounting Officer)	December 23, 2008

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<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gary M. Parsons</u> Gary M. Parsons	Chairman of the Board of Directors	December 23, 2008
<u>/s/ Joan L. Amble</u> Joan L. Amble	Director	December 23, 2008
<u>/s/ Leon D. Black</u> Leon D. Black	Director	December 23, 2008
<u>/s/ Lawrence F. Gilberti</u> Lawrence F. Gilberti	Director	December 23, 2008
<u>/s/ Eddy W. Hartenstein</u> Eddy W. Hartenstein	Director	December 23, 2008
<u>/s/ James P. Holden</u> James P. Holden	Director	December 23, 2008
<u>/s/ Chester A. Huber, Jr.</u> Chester A. Huber, Jr.	Director	December 23, 2008
<u>/s/ John W. Mendel</u> John W. Mendel	Director	December 23, 2008
<u>/s/ James F. Mooney</u> James F. Mooney	Director	December 23, 2008
<u>/s/ Jack Shaw</u> Jack Shaw	Director	December 23, 2008
<u>/s/ Jeff D. Zients</u> Jeff D. Zients	Director	December 23, 2008

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 23, 2008.

SIRIUS SATELLITE RADIO INC. 401(K)  
SAVINGS PLAN

By: /s/ Patrick L. Donnelly  
Patrick L. Donnelly  
Executive Vice President,  
General Counsel and Secretary of  
Sirius XM Radio Inc.

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**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
4.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation, dated July 28, 2008 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated August 1, 2008)
4.3	Amended and Restated By-laws (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2001).
4.4	Certificate of Amendment of the Amended and Restated By-laws, dated July 28, 2008 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated August 1, 2008)
4.5	Certificate of Designations of Series A Convertible Preferred Stock, dated July 28, 2008 (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K dated August 1, 2008)
4.6	Certificate of Ownership and Merger, dated August 5, 2008 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated August 5, 2008)
4.7	Form of certificate for shares of Common Stock (incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-1 (File No. 33-74782))
4.8	CD Radio Inc. 401(k) Savings Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8 (File No. 333-65473))
5	Opinion of Patrick L. Donnelly, Esq., Executive Vice President, General Counsel and Secretary of the Company.*
23.1	Consent of Independent Registered Public Accounting Firm.*
23.2	Consent of Independent Registered Public Accounting Firm.*
23.3	Consent of Patrick L. Donnelly, Esq., Executive Vice President, General Counsel and Secretary of the Company (included in Exhibit 5).*
24	Power of Attorney (included as part of the signature pages to this Registration Statement).

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\* Filed herewith.



Sirius XM Radio Inc.  
1221 Avenue of the Americas  
New York, NY 10020

December 23, 2008

Sirius XM Radio Inc.  
1221 Avenue of the Americas  
New York, NY 10020

Dear Sirs:

I am General Counsel of Sirius XM Radio Inc., a Delaware corporation (the "Company"). This letter is being delivered in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the registration by the Company of 2,000,000 shares of Common Stock, par value \$0.001 per share (the "Shares"), which may be issued pursuant to the Sirius Satellite Radio Inc. 401(K) Savings Plan (the "Plan").

I have examined the Registration Statement and the Plan. I also have examined the originals or duplicates or certified or conformed copies of such records, agreements, documents and other instruments and have made such other investigations as I have deemed relevant and necessary in connection with the opinions expressed herein. In rendering the opinions below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to the original documents of all documents submitted to be as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualification and limitations stated herein, I am of the opinion that the Shares to be issued by the Company pursuant to the Plan have been duly authorized and, upon their issuance and delivery in accordance with the Plan, will be validly issued, fully paid and non-assessable.

I do not express any opinion herein concerning any law other than the law of the State of New York, the federal law of the United States and the Delaware General Corporation Law, (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). I am not admitted to practice in the State of Delaware.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

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

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Sirius Satellite Radio Inc. 401(k) Savings Plan of our reports (a) dated February 29, 2008, with respect to the consolidated financial statements and schedule of Sirius XM Radio Inc. (formerly Sirius Satellite Radio Inc.) and Subsidiaries and the effectiveness of internal control over financial reporting of Sirius XM Radio Inc. (formerly Sirius Satellite Radio Inc.), included in its Annual Report (Form 10-K), and (b) dated June 23, 2008, with respect to the financial statements and schedules of the Sirius Satellite Radio Inc. 401(k) Savings Plan included in the Plan's Annual Report (Form 11-K), both for the year ended December 31, 2007, filed with the Securities and Exchange Commission.

Ernst & Young LLP

New York, New York  
December 23, 2008

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Sirius XM Radio Inc.:

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Sirius XM Radio Inc. of our reports dated February 28, 2008 with respect to the consolidated balance sheets of XM Satellite Radio Holdings Inc. and subsidiaries (the Company) as of December 31, 2007 and 2006 and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the years in the three-year period ended December 31, 2007, the related consolidated financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2007, which reports appear in the Annual Report on Form 10-K for the year ended December 31, 2007 of XM Satellite Radio Holdings Inc. incorporated herein by reference

As discussed in our report dated February 28, 2008, the Company adopted the fair value method of accounting for share-based payments as required by Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, as of January 1, 2006.

/s/ KPMG LLP  
McLean, VA  
December 23, 2008