
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. 1)

SIRIUS XM RADIO INC.

(Name of Subject Company (Issuer)
and Name of Filing Person (Offeror))

3³/₄% 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

Transaction Valuation(1)	Amount of Filing Fee (2)
\$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 3³/₄% 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 is being paid concurrent with the filing of this 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:

TABLE OF CONTENTS

[Item 1. Summary Term Sheet](#)

[Item 4. Terms of the Transaction](#)

[Item 7. Source and Amount of Funds or Other Consideration](#)

[Item 12. Exhibits](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[EX-99.A5.II](#)

INTRODUCTION

This Amendment No. 1 (this "*Amendment No. 1*") 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 3¹/₄% 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. 1 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. 1 does not modify any of the information previously reported in the Schedule TO.

This Amendment No. 1 incorporates by reference certain sections of the Offer to Purchase specified below in response to Items 1, 4, 7 and 12 of this Amendment No. 1, as more particularly described below. Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Offer to Purchase.

Item 1. Summary Term Sheet.

Item 1 of the Schedule TO is hereby amended and supplemented as follows:

The information set forth in the Offer to Purchase is hereby amended and supplemented by adding the following language thereto:

"On April 6, 2011, the Company issued a press release announcing an increase in the purchase price of the Notes to \$1,010 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest up to, but not including, the date of payment for the Notes accepted for payment. A copy of the press release is filed as an exhibit to this Amendment No. 1 to the Company's Tender Offer Statement on Schedule TO as Exhibit (a)(5)(ii) and is incorporated herein by reference."

The paragraph entitled "Purchase Price; Accrued Interest" on page 1 of the Offer to Purchase is hereby amended by deleting the first sentence in such paragraph in its entirety and replacing it with the following sentence:

"The Purchase Price offered is cash in an amount equal to \$1,010 per \$1,000 principal amount of Notes purchased in the Offer."

Item 4. Terms of the Transaction.

Item 4(a)(1) of the Schedule TO is hereby amended and supplemented by incorporating by reference therein the information contained in Item 1 above.

Item 7. Source and Amount of Funds or Other Consideration.

Item 7(a) of the Schedule TO is hereby amended as follows:

The section entitled "The Offer—Source and Amount of Funds" on page 6 of the Offer to Purchase is hereby amended by deleting the first sentence of such section in its entirety and replacing it with the following sentence: "We expect that we will need approximately \$98.8 million to purchase the Notes pursuant to the Offer (not including Accrued Interest and expenses related to the Offer), assuming all outstanding Notes are validly tendered and accepted for payment and the Payment Date is April 21, 2011."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit thereto: "(a)(5)(ii) Press Release dated April 6, 2011."

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 6, 2011

SIRIUS XM RADIO INC.

By: /s/ David J. Frear
David J. Frear
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.

Exhibit Number	Description
(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.

* Previously filed



P R E S S R E L A S E

Sirius XM Radio Announces Increase in Purchase Price for its 3¹/₄% Convertible Notes due 2011

NEW YORK — April 6, 2011 — Sirius XM Radio Inc. (NASDAQ: SIRI) (“SiriusXM”) today announced that it has increased the purchase price offered in its tender offer for any and all of its outstanding 3¹/₄% Convertible Notes due 2011 (the “Notes”) to \$1,010 per \$1,000 principal amount of Notes tendered, plus accrued and unpaid interest up to, but not including, the payment date of the Notes.

Full details of the terms and conditions of the tender offer are included in SiriusXM’s Offer to Purchase dated March 24, 2011, as amended hereby, and the related Letter of Transmittal. Except as described in this press release, the terms of the tender offer remain the same as set forth in the Offer to Purchase and the related Letter of Transmittal (collectively as amended hereby, the “Offer Documents”).

SiriusXM’s obligation to accept for purchase and to pay for Notes validly tendered and not withdrawn pursuant to the tender offer is subject to the satisfaction or waiver of certain conditions, which are more fully described in the Offer Documents.

The Depositary and Information Agent for the tender offer is Global Bondholder Services Corporation. The Dealer Manager for the tender offer is Morgan Stanley & Co. Incorporated ((800) 624-1808 (toll free) and (212) 761-8663 (collect)).

Holders with questions or who would like additional copies of the Offer Documents may call the Information Agent, Global Bondholder Services Corporation, toll free at (866) 924-2200. The Offer Documents are also available online for free on the website of the Securities and Exchange Commission (the “SEC”) at www.sec.gov as exhibits to the Tender Offer Statement on Schedule TO and the amendment thereto filed by SiriusXM with the SEC.

This news release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell the Notes. The tender offer is being made only pursuant to the Offer Documents. Noteholders and investors should carefully read the Offer Documents because they contain important information, including the various terms of and conditions to the tender offer. None of SiriusXM, the Dealer Manager, the Depositary, the Information Agent or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their Notes in the tender offer.

###

About SiriusXM

SiriusXM is America's satellite radio company. SiriusXM broadcasts more than 135 satellite radio channels of commercial-free music, and premier sports, news, talk, entertainment, traffic, weather, and data services to 20.2 million subscribers. SiriusXM offers an array of content from many of the biggest names in entertainment, as well as from professional sports leagues, major colleges, and national news and talk providers.

SiriusXM programming is available on more than 800 devices, including pre-installed and after-market radios in cars, trucks, boats and aircraft, smartphones and mobile devices, and consumer electronics products for homes and offices. SiriusXM programming is also available at siriusxm.com, and on Apple, BlackBerry and Android-powered mobile devices.

SiriusXM has arrangements with every major automaker and its radio products are available for sale at shop.siriusxm.com as well as retail locations nationwide.

This communication contains "forward-looking statements". Such statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "intend," "plan," "projection," "outlook" or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. 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: our competitive position versus other forms of audio and video entertainment; our ability to retain subscribers and maintain our average monthly revenue per subscriber; our dependence upon automakers and other third parties; our substantial indebtedness; and the useful life of our satellites, which, in most cases, are not insured. Additional factors that could cause our results to differ materially from those described in the forward-looking statements can be found in our Annual Report on Form 10-K for the year ended December 31, 2010, which is filed with 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 of this press release.

E — SIRI

Contact Information:

Hooper Stevens

212 901 6718

hooper.stevens@siriusxm.com