SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934)
CD RADIO INC.
(NAME OF ISSUER)

CD RADIO INC.
(NAME OF PERSON(S) FILING STATEMENT)

5% DELAYED CONVERTIBLE PREFERRED STOCK
(TITLE OF CLASS OF SECURITIES)

NONE
(CUSIP NUMBER OF CLASS OF SECURITIES)

DAVID MARGOLESE
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
CD RADIO INC.
SIXTH FLOOR, 1001 - 22ND STREET, N.W.
WASHINGTON, D.C. 20037
TELEPHONE (202) 296-6192
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMISSIONS ON BEHALF
OF THE PERSON(S) FILING STATEMENT)

COPY TO:
LEONARD V. QUIGLEY
MITCHELL S. FISHMAN
PAUL, WEISS, RIFKIND, WHARTON & GARRISON
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019
(212) 373-3000

OCTOBER 16, 1997
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY HOLDERS)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
$120,016,756.00	$ 24,003.36

*Calculated pursuant to Rule 0-11(b)(2) under the Securities Exchange Act of 1934, based on the book value of the 5% Delayed Convertible Preferred Stock to be received by the Issuer.

[X] 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:	$35,369.00
Form or Registration No.:	Form S-4
Filing Party:	CD Radio Inc.
Date Filed:	September 2, 1997

ITEM 7. FINANCIAL INFORMATION.

(a)(5) The information set forth in pages 1 through 6 of Part I, "Financial Information" of the Company's Quarterly Report on Form 10-Q for the period ended September 30, 1997, attached to this Schedule as Exhibit (g)(3), is incorporated herein by reference.

(a)(6) The book value per share of the Company's Common Stock, par value $.001 per share, as of the end of September 30, 1997 was $2.57.

ITEM 8. ADDITIONAL INFORMATION.

The information set forth in the entire text of the Supplement, dated October 31, 1997, to the Prospectus, dated October 16, 1997, is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

(a)(7) Supplement, dated October 31, 1997, to the Prospectus, dated October 16, 1997.

(g)(3) The information set forth in pages 1 through 6 of Part I, "Financial Information" of the Company's Quarterly Report on Form 10-Q for the period ended September 30, 1997.

SIGNATURE

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

Date: November 6, 1997

CD RADIO INC.

By: /s/ Andrew J. Greenebaum

Andrew J. Greenebaum
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO.		DESCRIPTION
(A)(7)	--	Supplement, dated October 31, 1997, to the Prospectus, dated October 16, 1997.
(G)(3)	--	Pages 1 through 6 of Part I of the Company's Quarterly Report on Form 10-Q for the period ended September 30, 1997.

Exhibit (a)(7)

Supplement, dated October 31, 1997, to the Prospectus, dated October 16, 1997

SUPPLEMENT TO PROSPECTUS, DATED OCTOBER 16, 1997

- ---

CD RADIO INC.
Offer to Exchange
10 1/2% Series C Convertible Preferred Stock
for 5% Delayed Convertible Preferred Stock

This Supplement (the "Supplement") amends and supplements certain information contained in the Prospectus dated October 16, 1997 (the "Prospectus"). The Prospectus is hereby amended by the terms of this Supplement and the matters addressed herein supersede any contrary statements contained in the Prospectus. Defined terms used herein and not otherwise defined shall have the meanings assigned to them in the Prospectus.

This Supplement amends the conditions of the Exchange Offer as set forth on pages 1, 14 and 49 of the Prospectus by conditioning the Exchange Offer upon a minimum of 60% (instead of 95%) of the issued and outstanding shares of the 5% Preferred Stock being tendered for exchange and not withdrawn prior to the Expiration Date.

This Supplement amends the restrictions on transfer provisions of the New Preferred Stock as set forth on pages 15, 21, 22 and 87 of the Prospectus by not allowing any Transfer of New Preferred Stock or Converted Stock (i) for a period commencing on the Expiration Date and ending on December 22, 1997, (ii) for a period of four weeks following notice by the Company that it is about to commence the first public offering of Common Stock subsequent to the Expiration Date and (iii) for a period of 180 days following the date of execution of an underwriting or similar agreement for the first public offering of Common Stock subsequent to the Expiration Date; provided that if a holder is prevented by applicable law from owning assets subject to such restrictions on Transfer, such restrictions shall be inapplicable to such holder and the Company will have a right of first refusal with respect to all shares of New Preferred Stock held by such holder that is exercisable for a period equal to the lesser of (a) the applicable period specified in clause (i), (ii) or (iii) above, and (b) 90 days.

This Supplement substitutes the term "Units Offering" for the term "Notes Offering" and its related definition. The "Units Offering" is hereby defined as the Company's offering of units (collectively, the "Units"), each consisting of $1,000 principal amount at maturity of Senior Discount Notes due 2007 of the Company (the "Notes") and warrants (the "Warrants") to purchase Common Stock of the Company (the aggregate number of such shares of Common Stock to be determined upon the pricing of the Units Offering). The term "Offerings" is hereby amended to include the Units Offering and the Stock Offering.

This Supplement extends the Exchange Offer until 12:00 Midnight, New York City time, on November 14, 1997, unless extended (the "Expiration Date") and the definition of "Expiration Date" on pages 1, 13 and 45 is hereby amended in accordance with the foregoing.

The date of this Supplement is October 31, 1997.

Exhibit (g)(3)

Pages 1 through 6 of Part I of the Company's Quarterly Report on Form 10-Q for the period ended September 30, 1997

CD RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

<TABLE>
<CAPTION>

	Three months ended	Nine months ended	For the period May 17,1990 (date of inception)

	September 30,	September 30,	September 30,	September 30,	to September 30,
	1997	1996	1997	1996	1997
<S>	<C>	<C>	<C>	<C>	<C>
Revenue	$ --	$ --	$ --	$ --	$ --
Expenses:					
Legal, consulting and regulatory fees	1,356,711	372,137	2,603,025	978,521	9,851,989
Other general and administrative	864,850	285,259	1,711,204	865,743	9,243,968
Research and development	7,953	24,176	43,010	76,781	1,959,365
Write-off of investment in Sky-Highway Radio Corp.	--	--	--	--	2,000,000
Total expenses	2,229,514	681,572	4,357,239	1,921,045	23,055,322
Other income (expense)					
Interest income	1,575,436	17,447	2,873,120	62,836	3,201,792
Interest expense	--	(3,363)	(4,944)	(13,183)	(171,394)
	1,575,436	14,084	2,868,176	49,653	3,030,398
Net loss	$ (654,078)	$ (667,488)	$ (1,489,063)	$ (1,871,392)	$(20,024,924)
Preferred stock dividend requirements	(8,662,500)	--	(51,975,000)	--	(51,975,000)
Net loss applicable to common stockholders	$ (9,316,578)	$ --	$(53,464,063)	$--	$(71,999,924)
Per common share:					
Net Loss	$ (0.06)	$ (0.07)	$ (0.14)	$ (0.20)	
Preferred stock dividend requirements	(0.74)	--	(4.83)	--	
Net loss per common share	$ (0.80)	$ (0.07)	$ (4.97)	$ (0.20)	
Weighted average common shares outstanding	11,710,794	9,405,677	10,760,684	9,440,913	

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

CD RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

<TABLE>
<CAPTION>

ASSETS	September 30, 1997	December 31, 1996
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents	$ 29,385,798	$ 4,583,562
Interest receivable and other	566,247	9,368
Total current assets	29,952,045	4,592,930
Property and equipment in service, at cost:		
Technical equipment	254,200	254,200
Office equipment and other	91,625	89,220
Demonstration equipment	38,664	38,664
	384,489	382,084
Less accumulated depreciation	(232,700)	(213,344)
	151,789	168,740
Satellite construction in process	31,150,000	--
Other assets		
Launch deposit	3,526,563	--
FCC license deposit	16,669,200	--
Designated cash	66,676,800	--
Other deposits	303,793	303,793
Total other assets	87,176,356	303,793
Total assets	$ 148,430,190	$ 5,065,463
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 63,400	$ 131,118
Other	17,230	20,174
Total current liabilities	80,630	151,292
Deferred rent and other	1,436	15,795
Total liabilities	82,066	167,087
Commitments and contingencies		
5% Delayed Convertible Preferred Stock, $0.001 par value; 8,000,000 shares authorized, 5,222,608 shares issued and outstanding at September 30, 1997 (liquidation preference of $136,400,000), at net carrying value	116,083,011	
Stockholders' equity:		
Preferred stock, $0.001 par value, 50,000,000 shares authorized; 8,000,000 shares designated as 5% Delayed Convertible Preferred Stock	--	
Common stock, $0.001 par value; 200,000,000 shares authorized; 12,577,844 and 10,313,391 shares issued and outstanding at September 30, 1997 and December 31, 1996, respectively	12,578	10,300
Additional paid-in capital	104,252,459	23,423,936
Deficit accumulated during the development stage	(71,999,924)	(18,535,860)
Total stockholders' equity	32,265,113	4,898,376
Total liabilities and stockholders' equity	$ 148,430,190	$ 5,065,463

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

CD RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<TABLE>
<CAPTION>

	Nine months ended September 30, 1997	Nine months ended September 30, 1996	For the period May 17,1990 (date of inception) to September 30, 1997
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Net loss	$ (1,489,063)	$ (1,871,392)	$ (20,024,924)
Adjustments to reconcile net loss to net cash used in operating activities:			
Loss on disposal of equipment	2,943	--	2,943
Depreciation and amortization	27,008	39,890	251,051
Write off of investment in Sky-Highway Radio Corp.	--	--	2,000,000
Compensation expense in connection with	1,715,500		
issuance of stock options	--	240,000	901,576
Common stock issued for services rendered	--	406,844	
Common stock options granted for services rendered	--	--	119,820
Increase (decrease) in cash and cash equivalents resulting from changes in assets and liabilities:			
Interest receivable and other	(556,879)	(35,642)	(566,247)
Due to related party	--	--	350,531
Deposits	--	--	(303,793)
Accounts payable and accrued expenses	(67,718)	100,460	138,639
Other liabilities	(17,303)	29,889	18,666
Net cash used in development stage activities	(2,101,012)	(1,089,951)	(15,396,238)
Cash flows from investing activities:			
Payments for satellite construction	(31,150,000)	--	(31,150,000)
Advance payment for launch services	(3,526,563)	--	(3,526,563)
License fee payments to the FCC	(16,669,200)	--	(16,669,200)
Designated cash	(66,676,800)	--	(66,676,800)
Capital expenditures	(13,000)	--	(405,782)
Acquisition of Sky-Highway Radio Corp.	--	--	(2,000,000)
Net cash used in investing activities	(118,035,563)	--	(120,428,345)
Cash flows from financing activities:			
Proceeds from issuance of units and common stock, net	24,395,000	--	38,952,482
Proceeds from issuance of preferred stock, net	120,517,811	--	120,517,811
Proceeds from exercise of stock warrants	--	4,127,388	4,589,088
Proceeds from issuance of promissory notes	--	--	200,000
Proceeds from issuance of promissory notes to related parties	--	--	2,965,000
Proceeds from exercise of stock options by	181,000		
Company employees	26,000	105,000	(200,000)
Repayment of promissory note	--	--	(2,435,000)
Repayment of promissory notes to related parties	--	--	440,000
Loan from officer	--	--	
Net cash provided by financing activities	144,938,811	4,232,388	165,210,381
Net increase (decrease) in cash and cash equivalents	24,802,236	3,142,437	29,385,798
Cash and cash equivalents at the beginning of period	4,583,562	1,799,814	--
Cash and cash equivalents at the end of period	$ 29,385,798	$ 4,942,251	$ 29,385,798

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

CD RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1997
(UNAUDITED)

GENERAL

The accompanying consolidated financial statements do not include all of the information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles.

In the opinion of management, all adjustments (consisting only of normal, recurring adjustments) considered necessary to fairly reflect the Company's consolidated financial position and consolidated results of operations have been included. These financial statements should be read in connection with the Company's consolidated financial statements and the notes thereto for the fiscal year ended December 31, 1996 included in the Company's annual report on Form 10-K/A as filed with the Securities and Exchange Commission (the "SEC").

SATELLITE CONSTRUCTION

On August 5, 1997, the Company's satellite vendor Space Systems/Loral ("Loral") agreed to an amendment to the Company's satellite construction contract under which Loral agreed to defer for three years $20 million in payments to be made by the Company in connection with the contract. In addition, on the same date, Loral's parent company, Loral Space & Communications Ltd., ("Loral Space") purchased from the Company 1.9 million shares of common stock for $25 million.

BROADCAST LICENSE

In April 1997, the Federal Communications Commission held an auction for two national satellite radio broadcast licenses. The Company was the winning bidder in such auction for one of these licenses (the "FCC License") with a bid price of $83.3 million. Of the total bid price, $16.7 million was initially deposited with the FCC, with the remainder due within 10 business days following the public notice by the FCC that it is prepared to award the license. The Company has classified $66.6 million as designated cash in the September 30, 1997 balance sheet reflecting the balance due the FCC if and when the license is awarded. In October 1997, the FCC announced it was prepared to award the license and the Company paid the $66.6 million due to the FCC. The Company was awarded the FCC License on October 10, 1997.

PRIVATE PLACEMENT

In April 1997, the Company completed a private placement of its 5% Delayed Convertible Preferred Stock (the "5% Preferred Stock"). The Company sold a total of 5.4 million shares of the 5% Preferred Stock for an aggregate sale price of $135 million. In connection with the private placement, the Company paid $10.1 million in fees to its placement agent, Libra Investments, Inc. ("Libra"), and $2.7 million to Batchelder & Partners, Inc., a financial advisory firm. In addition, the Company agreed to grant a warrant to Libra to purchase 486,000 shares of the 5% Preferred Stock with an exercise price of $25.00 per share. As a result of the private placement, options to purchase 200,000 shares of Common Stock held by Batchelder & Partners, Inc. vest and become exercisable for three years with an exercise price of $6.25. Reference is made to the Company's report on Form 8-K filed May 5, 1997 for a description of the terms of the 5% Preferred Stock.

LOAN AGREEMENTS

On July 22, 1997, the Company entered into two loan agreements (collectively the "AEF Agreements") with Arianespace Finance S.A. ("AEF"), a subsidiary of Arianespace S.A. ("Arianespace"), to finance approximately $105 million of the estimated $176 million price of the services to be provided by Arianespace in connection with the launch of the Company's two satellites. Under these agreements, the Company is able to borrow funds from AEF to meet the progress payments due to Arianespace for the construction of each launch vehicle and other launch costs (the "Loans"). The Company has the opportunity upon satisfying a variety of conditions specified in the AEF Agreements to extend the Loans. Otherwise, if not refinanced, the Company will be required to repay the Loans in full, together with accrued interest and all fees and other amounts due, approximately three months before the applicable launch date. The AEF Agreements impose restrictions on the Company's ability to permit liens on certain assets of the Company, other than liens in favor of AEF. If the Loans are extended, the Company will be subject to provisions restricting its ability to incur additional indebtedness or make investments. As of September 30, 1997 the Company had not borrowed funds under the AEF Agreement.

NET LOSS PER COMMON SHARE

Net loss per common share has been computed based on the weighted average number of common and common equivalent shares outstanding. Common equivalent shares representing the common shares that would be issued on conversion of convertible securities and exercise of outstanding stock options and warrants reduced by the number of shares which could be purchased from the related exercise proceeds are not included since their effect would be anti-dilutive.

The net loss attributable to common stockholders has been adjusted for deemed dividends. The deemed dividend relates to the discount feature associated with the Company's 5% Delayed Convertible Preferred Stock, computed in accordance with the SEC's position on accounting for preferred stock which is convertible at a discount to the market. The discount, which totaled approximately $52 million, was recognized as a return to the 5% Delayed Convertible Preferred Stock shareholders over the period April 1997 through July 1997, which is the minimum period in which the shareholders can realize that return.

For reporting periods ending after December 15, 1997, the Company will be required to report earnings (loss) per share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings Per Share" ("SFAS 128"). As long as the Company continues to experience net losses, there will be no material impact on the Company's net loss per share from adoption of SFAS 128.