

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CD RADIO INC.

(Exact name of registrant as specified in its charter)

Delaware

52-1700207

(State of incorporation or organization)

(IRS Employer Identification No.)

1180 Avenue of the Americas, New York, New York 10019

(Address of principal executive offices)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. []

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered -----	Name of each exchange on which each class is to be registered -----
None	N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Series B Preferred Stock Purchase Rights

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

On October 22, 1997, the Board of Directors of CD Radio Inc. (the "Company") declared a dividend distribution of one Right for each outstanding share of Common Stock, par value \$0.001 per share (a "Common Share"), of the Company to stockholders of record at the close of business on November 3, 1997 (the "Record Date"). In addition, any holder issued Common Shares by the Company after the Record Date shall also receive one Right for each such share. Except as set forth in the Rights Agreement (as defined below), each Right entitles the registered holder to purchase from the Company one one-hundredth of a share of Series B Preferred Stock, par value \$0.001 per share ("Series B Shares"), at a price of \$115.00 (the "Purchase Price"), subject to adjustment. The Purchase Price shall be paid in cash. The description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement") between the Company and Continental Stock Transfer & Trust Company, as Rights Agent, a copy of which was filed as Exhibit 1 to the Company's Form 8-A dated October 27, 1997.

On October 8, 1998, the Company agreed to sell 5,000,000 shares of Common Stock to Prime 66 Partners, L.P., a Texas limited partnership ("Prime"). The terms of the transaction are set forth in a Stock Purchase Agreement (the "Prime Stock Purchase Agreement"), dated as of October 8, 1998, between the Company and Prime, a copy of which is filed as Exhibit 99.1 to the Company's Form 8-K dated October 13, 1998, which is incorporated herein by reference.

On October 13, 1998, the Company amended the Rights Agreement (the "First Amendment") to render it inapplicable to the transactions contemplated by the Prime Stock Purchase Agreement and to permit Prime, and any other person deemed to beneficially own the shares of Common Stock owned by Prime, to purchase and own up to an additional 1% of the outstanding shares of Common Stock without Prime becoming an "Acquiring Person" within the meaning of the Rights Agreement. A copy of the First Amendment to the Rights Agreement is filed as Exhibit 99.2 to the Company's Form 8-K dated October 13, 1998, which is incorporated herein by reference.

On November 13, 1998, the Company agreed to sell 1,350,000 shares of

its 9.2% Series A Junior Cumulative Convertible Preferred Stock (the "Series A Junior Preferred Stock") to Apollo Investment Fund IV, L.P. ("AIF") and Apollo Overseas Investors IV, L.P. ("AOP" and, together with AIF, the "Apollo Investors"), and the Apollo Investors granted the Company an option to sell 650,000 shares of its 9.2% Series B Junior Cumulative Convertible Preferred Stock (the "Series B Junior Preferred Stock" and, together with the Series A Junior Preferred Stock, the "Junior Preferred Stock") to the Apollo Investors. The terms of the transaction are set forth in a Stock Purchase Agreement (the "Apollo Stock Purchase Agreement"), dated as of November 13, 1998, between the Company and the Apollo

3

Investors, a copy of which is filed as Exhibit 99.1 to the Company's Form 8-K dated November 17, 1998, which is incorporated herein by reference.

On November 13, 1998, the Company amended the Rights Agreement (the "Second Amendment") to render it inapplicable to the transactions contemplated by the Apollo Stock Purchase Agreement and to permit the Apollo Investors, and any other person deemed to beneficially own the shares of Junior Preferred Stock owned by the Apollo Investors, to (i) purchase shares of Junior Preferred Stock pursuant to the Apollo Stock Purchase Agreement, (ii) acquire additional shares of Junior Preferred Stock pursuant to dividends declared on the Junior Preferred Stock, (iii) acquire additional shares of Common Stock upon the conversion of shares of Junior Preferred Stock into shares of Common Stock, and (iv) acquire up to an additional 1% of the outstanding shares of Common Stock, without the Apollo Investors becoming "Acquiring Persons" within the meaning of the Rights Agreement. On December 23, 1998, the Company amended and restated the Second Amendment (the "Amended and Restated Amendment") to make certain technical corrections to the provision of the Second Amendment excluding the Apollo Investors from the definition of "Acquiring Person" in the Rights Agreement in respect of the Junior Preferred Stock. A copy of the Second Amendment is filed as Exhibit 99.7 to the Company's Form 8-K dated November 17, 1998, which is incorporated herein by reference. A copy of the Amended and Restated Amendment is filed as Exhibit 6 hereto and is incorporated herein by reference.

ITEM 2. EXHIBITS.

1. Rights Agreement, dated as of October 22, 1997, between the Company and Continental Stock Transfer & Trust Company, as Rights Agent, a copy of which was filed as Exhibit 1 to the Company's Form 8-A dated October 27, 1997.
2. Stock Purchase Agreement, dated as of October 8, 1998, between the Company and Prime (filed as Exhibit 99.1 to the Company's Form 8-K dated October 13, 1998 and incorporated herein by reference).
3. Amendment to the Rights Agreement, dated October 13, 1998, between the Company and Continental Stock Transfer & Trust Company (filed as Exhibit 99.2 to the Company's Form 8-K dated October 13, 1998 and incorporated herein by reference).
4. Stock Purchase Agreement, dated as of November 13, 1998, among the Company, AIF and AOP (filed as Exhibit 99.1 to the Company's Form 8-K dated November 17, 1998 and incorporated herein by reference).

4

5. Amendment to the Rights Agreement, dated November 13, 1998, between the Company and Continental Stock Transfer & Trust Company (filed as Exhibit 99.7 to the Company's Form 8-K dated November 17, 1998 and incorporated herein by reference).
6. Amended and Restated Amendment to the Rights Agreement, dated December 22, 1998, between the Company and Continental Stock Transfer & Trust Company.

5

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

By: /s/ Patrick L. Donnelly

Patrick L. Donnelly

Executive Vice President, General Counsel
& Secretary

Date: January 6, 1999

AMENDED AND RESTATED AMENDMENT TO RIGHTS AGREEMENT

AMENDED AND RESTATED AMENDMENT, dated December 22, 1998 (this "Amendment"), by and between CD RADIO INC., a Delaware corporation (the "Company"), and CONTINENTAL STOCK TRANSFER & TRUST COMPANY (the "Rights Agent").

RECITALS

WHEREAS, the Company and the Rights Agent are parties to a Rights Agreement, dated as of October 22, 1997 and amended as of October 13, 1998 and November 13, 1998 (the "Rights Agreement");

WHEREAS, the Company proposes to issue and sell up to 1,350,000 shares of its 9.2% Series A Junior Cumulative Convertible Preferred Stock, par value \$.001 per share ("Series A Preferred Stock"), and up to 650,000 shares of its 9.2% Series B Junior Cumulative Convertible Preferred Stock, par value \$.001 per share ("Series B Preferred Stock" and, together with the Series A Preferred Stock, the "Junior Preferred Stock"), to Apollo Investment Fund IV, L.P., a Delaware limited partnership ("AIF IV"), and Apollo Overseas Partners IV, L.P., a Cayman Islands limited partnership ("AOP IV" and, together with AIF IV, the "Purchasers"), pursuant to a Stock Purchase Agreement, dated as of November 13, 1998 (the "Stock Purchase Agreement"), by and among the Company and the Purchasers; and

WHEREAS, the Company may issue up to an additional 1,950,000 shares of Series A Preferred Stock as dividends on outstanding shares of Series A Preferred Stock and may issue up to an additional 1,450,000 shares of Series B Preferred Stock as dividends on outstanding shares of Series B Preferred Stock, in each case in lieu of paying dividends in cash on such shares;

2

WHEREAS, the Board of Directors of the Company deems it desirable and in the best interests of the Company and its stockholders to amend the Rights Agreement to provide that the execution and delivery of the Stock Purchase Agreement and the consummation of the transactions contemplated thereby (the "Contemplated Transactions") do not and will not (i) result in the ability of any Person to exercise any Rights (as defined in the Rights Agreement) under the Rights Agreement, (ii) enable or require the Rights to separate from the shares of common stock of the Company, par value \$.001 ("Common Stock"), to which they are attached or to be triggered or become exercisable, (iii) cause any "Distribution Date" or "Shares Acquisition Date" (as defined in the Rights Agreement) to occur or (iv) prior to the Closing Date (as defined in the Stock Purchase Agreement), cause either Purchaser to "beneficially own" (as defined in the Rights Agreement) any shares of Common Stock (the "Desired Changes");

WHEREAS, on November 13, 1998, the Company and the Rights Agent amended the Rights Agreement (the "November Amendment") to exclude the Purchasers from the definition of "Acquiring Person" in the Rights Agreement in respect of the Junior Preferred Stock; and

WHEREAS, the Board of Directors of the Company deems it desirable and in the best interests of the Company and its stockholders to amend and restate the November Amendment to make certain corrections to the proviso excluding the Purchasers from the definition of "Acquiring Person" in the Rights Agreement in respect of the Junior Preferred Stock.

Accordingly, the parties agree as follows:

3

1. AMENDMENT OF SECTION 1(A). The definition of "Acquiring Person" set forth in paragraph 1(a) of the Rights Agreement is amended by adding the following clause at the end of such Section 1(a):

"; provided, further, that Apollo Investment Fund IV, L.P., a Delaware limited partnership (hereinafter referred to as "AIF IV"), and Apollo Overseas Partners IV, L.P., a Cayman Islands limited partnership (hereinafter referred to as "AOP IV"), and any of the Affiliates or Associates of AIF IV or AOP IV that would otherwise be deemed to be Beneficial Owners of the Company's 9.2% Series A Junior Cumulative Convertible Preferred Stock (hereinafter referred to as the "Series A Preferred Stock"), the Company's 9.2% Series B Junior Cumulative Convertible Preferred Stock (hereinafter referred to as the "Series B Preferred Stock" and, together with the Series A Preferred Stock, the "Junior Preferred Stock"), or Common Shares (such Affiliates and Associates, together with AIF IV and AOP IV, are hereinafter referred to as the "Apollo Investors") shall not be, or be deemed to be, an Acquiring Person by reason of the acquisition or beneficial ownership of (w) shares of the Junior Preferred Stock acquired pursuant to the Stock Purchase Agreement dated as of November 13, 1998 by and among the

Company, AIF IV and AOP IV, as amended from time to time, (x) additional shares of Junior Preferred Stock acquired pursuant to dividends declared on the Junior Preferred Stock, (y) Common Shares acquired upon the exercise of conversion rights set forth in the Certificates of Designations, Preferences and

4

Relative, Participating, Optional and Other Special Rights of the Junior Preferred Stock or (z) a number of Common Shares, in addition to those referred to in clauses (w), (x) and (y) above, acquired by the Apollo Investors, equal to, collectively, up to one percent (1%) of the total number of Common Shares outstanding from time to time."

2. PRIOR AMENDMENTS. This Amendment shall supersede and replace the November Amendment in its entirety.

3. MISCELLANEOUS. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state. This Amendment may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. If any provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be effected, impaired or invalidated.

5

EXECUTED as of the date set forth above.

CD RADIO INC.

By: /s/ Patrick L. Donnelly

Name: Patrick L. Donnelly

Title: Executive Vice President, General
Counsel and Secretary

CONTINENTAL STOCK TRANSFER &
TRUST COMPANY

By: /s/ William F. Seegraber

Name: William F. Seegraber

Title: Vice President