

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): April 30, 1999

CD RADIO INC.  
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(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.)
1221 Avenue of the Americas, 36th Fl., New York, NY ----- (Address of Principal Executive Offices)		10020 ----- (Zip Code)

Registrant's telephone number, including area code: (212) 584-5100

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"), CD Radio ("us", "we" and occasionally, the "Company") is hereby providing cautionary statements identifying important factors that could cause our actual results to differ materially from those projected in forward-looking statements (as such term is defined in the Reform Act) made in this Current Report on Form 8-K. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "intends," "plans," "projection" and "outlook") are not historical facts and may be forward-looking. Such statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from those expressed in the 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, 1998, and investors should not place undue reliance on any such forward- looking statements. Among the significant factors that have a direct bearing on our results of operations are the potential risk of delay in implementing our business plan; increased costs of construction and launch of necessary satellites; our dependence on Space Systems/Loral, Inc.; risk of launch failure; unproven market and unproven applications of existing technology; our dependence on Lucent Technologies, Inc.; unavailability of receivers and antennas; and our need for additional financing.

Management cannot assess the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Further, any forward- looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of such factors.

Item 5. Other Events.

On April 29, 1999, we announced that we launched an offering of \$200 million of securities, in the form of units consisting of Senior Secured Notes due 2009 with attached warrants to purchase shares of our Common Stock. A portion of the proceeds will be pledged to pay the first three years of interest on the Senior Secured Notes, with the balance used for the construction and launch of CD Radio's satellites and other general corporate purposes. A copy of our press release issued on April 29, 1999 is attached as Exhibit 99.1 to this Current Report and incorporated herein by reference.

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.

CD RADIO INC.

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

Dated: April 30, 1999

EXHIBIT INDEX

Exhibit -----	Description of Exhibit -----
99.1	Press release, dated April 29, 1999.

FOR IMMEDIATE RELEASE

CD Radio \$200 Million Debt Offering

New York, N.Y. - April 29, 1999 - CD Radio Inc. (Nasdaq: CDRD) today announced that it launched an offering of \$200 million of securities, in the form of units consisting of Senior Secured Notes due 2009 with attached warrants to purchase shares of CD Radio's Common Stock. A portion of the proceeds will be pledged to pay the first three years of interest on the Senior Secured Notes, with the balance used for the construction and launch of CD Radio's satellites and other general corporate purposes.

The units are being offered by the initial purchasers solely to certain qualified institutional buyers pursuant to Rule 144A, have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act.

CD Radio is building a digital satellite radio system for the broadcast of 100 channels of music and other programming to motorists throughout the United States. Scheduled to commence commercial operations at the end of the fourth quarter of 2000, CD Radio plans to broadcast 50 channels of commercial-free music and 50 channels of news, sports and entertainment programming for a total monthly subscription fee of \$9.95.

CD Radio's programming will originate at its National Broadcast Studio in New York City and be uplinked to the Company's three satellites. These satellites are currently under construction at Space Systems/Loral and are scheduled for launch beginning in January.

Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events or performance 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 the forward-looking statements. Accordingly, any such statements are qualified in their entirety by reference to the factors discussed in CD Radio's Annual Report on Form 10-K for the year ended December 31, 1998. Among the key factors that have a direct bearing on CD Radio's results of operations are the potential risk of delay in implementing CD Radio's business plan; increased costs of construction and launch of necessary satellites; dependence on satellite construction and launch contractors; dependence on Space Systems/Loral, Inc. and Lucent Technologies, Inc.; risk of launch failure; unproven market and unproven applications of existing technology; unavailability of CD Radio receivers; and CD Radio's need for substantial additional financing.

For Further Information:  
Madeline Couton, CD Radio, 212-584-5100