

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 4) / 1 /
 -

Sirius Satellite Radio Inc.

 (Name of Issuer)

Common Stock, par value \$.001 per share

 (Title of Class of Securities)

82966U-10-3

 (CUSIP Number)

Apollo Management IV, L.P.
 1999 Avenue of the Stars
 Suite 1900
 Los Angeles, California 90067
 (310) 201-4100

 (Name, Address and Telephone Number of Person
 Authorized to Receive Notices and Communications)

April 10, 2001

 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

/1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<TABLE>
 <S> <C> <C>
 1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Apollo Investment Fund IV, L.P.
 13-3985622

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [X]
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
8,255,370

8 SHARED VOTING POWER
8,704,700

9 SOLE DISPOSITIVE POWER
8,255,370

10 SHARED DISPOSITIVE POWER
8,704,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
8,704,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.2%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

</TABLE>

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<TABLE>

<S> <C> <C>
1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Apollo Overseas Partners IV, L.P.
98-0191324

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

7 SOLE VOTING POWER
449,330

8 SHARED VOTING POWER
8,704,700

9 SOLE DISPOSITIVE POWER
449,330

10 SHARED DISPOSITIVE POWER
8,704,700

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,704,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.2%

14 TYPE OF REPORTING PERSON*
PN

</TABLE>

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<TABLE>

<S>
15 <C> <C>
NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Apollo Advisors IV, L.P.
13-3983717

16 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) [_]

17 SEC USE ONLY

18 SOURCE OF FUNDS*
OO

19 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) [_]

20 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

21 SOLE VOTING POWER
0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
22 SHARED VOTING POWER
8,704,700
23 SOLE DISPOSITIVE POWER
0
24 SHARED DISPOSITIVE POWER
8,704,700

25 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,704,700

26 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* [_]

27 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.2%

28 TYPE OF REPORTING PERSON*
PN

</TABLE>

This Amendment No. 4 amends the Schedule 13D originally filed on November 24, 1998, as amended by Amendment No. 1 filed on January 4, 1999, Amendment No. 2 filed on October 28, 1999 and Amendment No. 3 filed on April 10, 2001 (the "Schedule 13D"), by Apollo Investment Fund IV, L.P., a Delaware limited partnership ("AIFIV"), Apollo Overseas Partners IV, L.P., an exempted limited partnership registered in the Cayman Islands ("Overseas IV"), and Apollo Advisors IV, L.P., a Delaware limited partnership ("Advisors IV"), and relates to the common stock, par value \$.001 per share (the "Common Stock"), of Sirius Satellite Radio Inc., a Delaware corporation (the "Company"), or securities convertible thereto. Capitalized terms used without definition in this Amendment No. 4 shall have the respective meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and 5(b) of the Schedule 13D are hereby amended and replaced in their entirety as follows:

(a) The Reporting Persons collectively beneficially own (1) 1,595,707 shares of Series A Preferred Stock having an aggregate liquidation preference of \$159,570,700 and for which the Reporting Persons paid an aggregate purchase price of \$135,000,000, (2) 715,703 shares of Series B Preferred Stock having an aggregate liquidation preference of \$71,570,300 and for which the Reporting Persons paid an aggregate purchase price of \$65,000,000, and (3) 1,000,000 shares of Common Stock for which the Reporting Persons paid an aggregate purchase price of \$7,585,000. Assuming the conversion of all of the Series A Preferred Stock and Series B Preferred Stock as of the date hereof, the Reporting Persons collectively would beneficially own in the aggregate 8,704,700

shares of Common Stock, representing approximately 14.2% of the outstanding Common Stock, based upon the number of shares of Common Stock indicated as being outstanding in the Company's Annual Report on Form 10-K for the year ended December 31, 2000. The number of shares of Common Stock into which shares of Series A Preferred Stock and Series B Preferred Stock are convertible reflect dividend accretions and may be increased from time to time upon the occurrence of certain events as described in Item 4. Other than the matters referenced herein and in the prior filings, the Reporting Persons have not engaged in any transactions in the Company's securities. See also the information contained on the cover pages to this Schedule 13D, which is incorporated herein by reference.

The securities of the Company held by the Reporting Persons may be subject from time to time to various collateral and other similar security arrangements made with third party financial institutions in the ordinary course of business.

(b) See the information contained on the cover pages to this Schedule 13D, which is incorporated herein by reference.

For purposes of Section 13 of the Act, Advisors IV may be deemed to control AIFIV and Overseas IV, respectively. Advisors IV may thus be considered to beneficially own and to have sole voting and dispositive power with respect to all of the Common Stock of the Issuer to be held of record by AIFIV and Overseas IV.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct and agree that this statement if filed on behalf of each of them.

Dated: April 12, 2001

APOLLO INVESTMENT FUND IV, L.P.

By: Apollo Advisors IV, L.P., its General Partner
By: Apollo Capital Management IV, Inc., its
General Partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Apollo Capital
Management IV, Inc.

APOLLO OVERSEAS PARTNERS IV, L.P.

By: Apollo Advisors IV, L.P., its Managing General
Partner
By: Apollo Capital Management IV, Inc., its
General Partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Apollo Capital
Management IV, Inc.

APOLLO ADVISORS IV, L.P.

By: Apollo Capital Management IV, Inc., its
General Partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Apollo Capital
Management IV, Inc.