

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SIRIUS SATELLITE RADIO INC.

(Exact name of Company as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

52-170027
(I.R.S. Employer Identification Number)

1221 Avenue of the Americas, 36th Floor
New York, New York 10020
(Address of principal executive offices)(Zip Code)

SIRIUS SATELLITE RADIO INC. 401(K) SAVINGS PLAN
AMENDED AND RESTATED SIRIUS SATELLITE RADIO 2003 LONG-TERM STOCK INCENTIVE PLAN
(Full titles of the plan)

Patrick L. Donnelly
Executive Vice President, General Counsel and Secretary
Sirius Satellite Radio Inc.

1221 Avenue of the Americas, 36th Floor
New York, New York 10020
(Name and address of agent for service)

(212) 584-5100
(Telephone number, including area code, of agent for service)

Copies to:

Gary L. Sellers
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, \$0.001 par value per share (2)	40,000,000 shares ⁽²⁾	\$3.93	\$157,200,000	\$16,820.40

- (1) In addition to the shares set forth in the table, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the number of shares registered includes an indeterminable number of shares of common stock issuable under the Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan (the "Long Term Incentive Plan") and the Sirius Satellite Radio Inc. 401(k) Plan (the "401(k) Plan"), as this amount may be adjusted as a result of stock splits, stock dividends and antidilution provisions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 401(k) Plan. Of the 40,000,000 shares of common stock being registered hereby, 1,000,000 shares are being registered to be issued pursuant to the 401(k) Plan and the remainder is being registered to be issued pursuant to the Long-Term Incentive Plan.
- (2) Pursuant to Rule 457(c) and Rule 457(h), the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low prices for shares of the common stock on December 7, 2006, as reported in the NASDAQ Global Select Market.

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Sirius Satellite Radio Inc. (the "Company") with the Securities and Exchange Commission (the "Commission"), are hereby incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005;
- (b) The 401(k) Plan's Annual Report on Form 11-K for the fiscal year ended December 31, 2005;
- (c) The Company's Quarterly Reports on Form 10-Q for each of the quarters ended March 31, 2006, June 30, 2006 and September 30, 2006;
- (d) The Company's Current Reports on Form 8-K filed on January 5, 2006, February 3, 2006, March 29, 2006, May 30, 2006, June 8, 2006, July 20, 2006 and August 4, 2006; and
- (e) The description of the Company's common stock contained in its Registration Statement on Form 8-A pursuant to Section 12(g) of the Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Patrick L. Donnelly, Esq., whose legal opinion with respect to the securities registered hereunder is filed as Exhibit 5 hereto, is an employee of the Company and participates in the Long-Term Stock Incentive Plan and the 401(k) Plan as well as other benefit plans established by the Company.

Item 6. Indemnification of Directors and Officers.

Section 145 of the DGCL permits each Delaware business corporation to indemnify its directors, officers, employees and agents against liability for each such person's acts taken in his or her capacity as a director, officer, employee or agent of the corporation if such actions were taken in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action, if he or she had no reasonable cause to believe his or her conduct was unlawful. The Company's Amended and Restated Articles of

Incorporation provides that the Company, to the full extent permitted by law, shall indemnify any of its past and present directors, officers, employees or any person that is or was serving at the request of the Company as a director, officer or employee of another enterprise if they were or are a party to, or are threatened to be made a party to, any threatened, pending or complete action, suit or proceeding. The indemnification provided therein includes expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and may be paid by the Company in advance of the final disposition of such action, suit or proceeding. In addition, the Company's Amended and Restated Articles of Incorporation provide that the Company may, to the full extent permitted by law, indemnify any other person for any such expenses as to actions in their official capacity or actions in another capacity while holding such office.

As permitted by Section 102(b)(7) of the DGCL, the Company's Amended and Restated Certificate of Incorporation provides that no director shall be liable to the Company for monetary damages for breach of fiduciary duty as a director, except for liability:

- (i) for any breach of the director's duty of loyalty to the Company or its stockholders;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) for the unlawful payment of dividends on or redemption of the Company's capital stock; or
- (iv) for any transaction from which the director derived an improper personal benefit.

The Company has obtained policies insuring the Company and its directors and officers against certain liabilities, including liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

The Company has submitted the 401(k) Plan to the Internal Revenue Service (the "IRS"). The Company hereby undertakes to submit any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

Item 9. Undertakings.

- (a) The Company hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a posteffective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent posteffective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 8th day of December 2006.

SIRIUS SATELLITE RADIO INC.

By /s/ Patrick L. Donnelly

Patrick L. Donnelly
*Executive Vice President, General Counsel
and Secretary*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Patrick L. Donnelly his or her true and lawful agent, proxy and attorney-in-fact, each acting alone with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact, any of them or any of his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

To effect the above, each of the undersigned has executed this Power of Attorney as of the date indicated beside each name.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on the 5th day of December 2006 by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mel Karmazin</u> Mel Karmazin	Chief Executive Officer (<i>Principal Executive Officer</i>) and Director	December 5, 2006
<u>/s/ David J. Frear</u> David J. Frear	Executive Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>)	December 5, 2006
<u>/s/ Adrienne E. Calderone</u> Adrienne E. Calderone	Senior Vice President and Corporate Controller (<i>Principal Accounting Officer</i>)	December 5, 2006
<u>/s/ Joseph P. Clayton</u> Joseph P. Clayton	Chairman of the Board of Directors	December 5, 2006
_____ Leon D. Black	Director	December 5, 2006
<u>/s/ Lawrence F. Gilberti</u> Lawrence F. Gilberti	Director	December 5, 2006

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James P. Holden</u> James P. Holden	Director	December 5, 2006
<u>/s/ Warren N. Lieberfarb</u> Warren N. Lieberfarb	Director	December 5, 2006
<u>/s/ Michael J. McGuinness</u> Michael J. McGuinness	Director	December 5, 2006
<u>/s/ James F. Mooney</u> James F. Mooney	Director	December 5, 2006

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 8th day of December 2006.

SIRIUS SATELLITE RADIO INC. 401(K)
SAVINGS PLAN

By: /s/ Patrick L. Donnelly
Patrick L. Donnelly
*Executive Vice President, General Counsel
and Secretary of Sirius Satellite Radio Inc.*

INDEX OF EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
4.2	Amended and Restated By-laws (incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2001).
4.3	Form of certificate for shares of Common Stock (incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-1 (File No. 33-74782)).
4.4	Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan (incorporated herein by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the period ended on June 30, 2004).
4.5	CD Radio Inc. 401(k) Savings Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8 (File No. 333-65473)).
5	Opinion of Patrick L. Donnelly.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Patrick L. Donnelly (filed as part of Exhibit 5).
24	Power of Attorney (included as part of the signature pages to this Registration Statement).

December 8, 2006

Sirius Satellite Radio Inc.
1221 Avenue of the Americas, 36th Floor
New York, New York 10020

Ladies and Gentlemen:

I am General Counsel of Sirius Satellite Radio Inc., a Delaware corporation (the "Company"). This letter is being delivered in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration by the Company of 40,000,000 shares of Common Stock, par value \$0.001 per share (the "Shares"), to be acquired by certain Company employees under the Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan, as amended (the "Long-Term Stock Incentive Plan"), and the Sirius Satellite Radio Inc. 401(k) Savings Plan (the "401(k) Plan" and, together with the Long-Term Incentive Plan, the "Plans").

I have examined the Registration Statement and the Plans. I also have examined the originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and have made such other investigations as I have deemed relevant and necessary in connection with the opinions expressed herein. In rendering the opinions below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualification and limitations stated herein, I am of the opinion that the Shares to be issued by the Company pursuant to the Plans have been duly authorized and, upon their issuance and delivery in accordance with the Plans, will be validly issued, fully paid and nonassessable.

I do not express any opinion herein concerning any law other than the law of the State of New York, the federal law of the United States and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

I hereby consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Patrick L. Donnelly

Patrick L. Donnelly

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Sirius Satellite Radio Inc. (the "Company") of our reports dated March 7, 2006, relating to the consolidated financial statements and schedule of Sirius Satellite Radio Inc. and Subsidiaries, management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over the financial reporting included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

We hereby also consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 26, 2006, with respect to the financial statements and schedules of the Sirius Satellite Radio Inc. 401(k) Savings Plan (the "Plan") included in the Annual Report of the Plan on Form 11-K for the year ended December 31, 2005.

/s/ ERNST & YOUNG LLP

ERNST & YOUNG LLP

New York, New York

December 8, 2006
