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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): September 17, 2009 (September 15, 2009)

**SIRIUS XM RADIO INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-34295**  
(Commission File  
Number)

**52-1700207**  
(I.R.S. Employer  
Identification No.)

**1221 Avenue of the Americas, 36<sup>th</sup> Fl., New York, NY**  
(Address of Principal Executive Offices)

**10020**  
(Zip Code)

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On September 15, 2009, we received a letter from The Nasdaq Stock Market (“Nasdaq”) indicating that the bid price of our common stock for the last thirty consecutive business days had closed below the minimum \$1.00 per share required for continued listing under Nasdaq Marketplace Rule 5450(a)(1). This notification was expected, given the reinstatement of such Nasdaq Marketplace Rule on August 3, 2009, and has no effect on the listing of our common stock at this time.

Nasdaq stated in its letter that, in accordance with Marketplace Rule 5810(c)(3)(A), we have been provided an initial period of 180 calendar days, or until March 15, 2010, to regain compliance with the minimum bid requirement. The letter also states that if at any time before March 15, 2010, the bid price of our common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days, the Nasdaq staff will provide written notification that we have achieved compliance with the minimum bid requirement.

We intend to maintain the listing of our common stock on Nasdaq, and we will consider available options if our common stock does not trade at a level likely to result in compliance with Nasdaq’s minimum bid price requirement by March 15, 2010. In May 2009, our stockholders approved an amendment to our certificate of incorporation to effect a reverse stock split at a ratio of not less than one-for-ten and not more than one-for-fifty. Our board of directors has authority to select an exchange ratio within the approved range at any time prior to June 30, 2010. Our board of directors intends to effect the reverse stock split only if it determines the reverse split to be in the best interests of our stockholders. Such a reverse split would put us in compliance with the Nasdaq bid price requirement.

**Item 9.01 Financial Statements and Exhibits**

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

The Exhibit Index attached hereto is incorporated herein.

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**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 hereunto duly authorized.

SIRIUS XM RADIO INC.

By: /s/ Patrick L. Donnelly

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

Dated: September 17, 2009

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## EXHIBITS

Exhibit	<u>Description of Exhibit</u>
99.1	Press release dated September 17, 2009
99.2	Letter, dated September 15, 2009, from The Nasdaq Stock Market to Patrick L. Donnelly of Sirius XM Radio Inc.

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### SIRIUS XM Receives Notice Regarding Minimum Bid Price Rule

**NEW YORK – September 17, 2009** – SIRIUS XM Radio Inc. (NASDAQ: SIRI) announced today that it received notice from the Nasdaq Stock Market on September 15, 2009 that its common stock had closed below \$1.00 per share for 30 consecutive business days, and is therefore not in compliance with the Nasdaq Marketplace Rule 5450(a)(1). In accordance with Marketplace Rule 5810(c)(3)(A), SIRIUS XM may regain compliance if at any time by March 15, 2010 its common stock closes at or above \$1.00 for 10 consecutive business days.

The Company intends to maintain the listing of its common stock on Nasdaq, and will consider available options if its common stock does not trade at a level likely to result in compliance with Nasdaq's minimum bid price requirement by March 15, 2010. This notification was expected given the reinstatement of Nasdaq Marketplace Rule 5450(a)(1) on August 3, 2009, and has no effect on the listing of SIRIUS XM's common stock at this time.

In May 2009, the Company's stockholders approved an amendment to its certificate of incorporation to effect a reverse stock split at a ratio of not less than one-for-ten and not more than one-for-fifty. The Company's board of directors has authority to select an exchange ratio within the approved range at any time prior to June 30, 2010. The board of directors intends to effect the reverse stock split only if it determines the reverse split to be in the best interests of stockholders. Such a reverse split would put the company in compliance with the Nasdaq bid price requirement.

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#### **About SIRIUS XM Radio**

SIRIUS XM Radio is America's satellite radio company delivering to subscribers commercial-free music channels, premier sports, news, talk, entertainment, and traffic and weather.

SIRIUS XM Radio has content relationships with an array of personalities and artists, including Howard Stern, Martha Stewart, Oprah Winfrey, Jimmy Buffett, Jamie Foxx, Barbara Walters, Opie & Anthony, Bubba the Love Sponge®, The Grateful Dead, Willie Nelson, Bob Dylan, Tom Petty, and Bob Edwards. SIRIUS XM Radio is the leader in sports programming as the Official Satellite Radio Partner of the NFL, Major League Baseball®, NASCAR®, NBA, NHL®, and PGA TOUR®, and broadcasts major college sports.

SIRIUS XM Radio has arrangements with every major automaker. SIRIUS XM Radio products are available at [shop.sirius.com](http://shop.sirius.com) and [shop.xmradio.com](http://shop.xmradio.com), and at retail locations nationwide, including Best Buy, RadioShack, Wal-Mart and independent retailers.

SIRIUS XM Radio also offers SIRIUS Backseat TV, the first ever live in-vehicle rear seat entertainment featuring Nickelodeon, Disney Channel and Cartoon Network; XM NavTraffic® service for GPS navigation systems delivers real-time traffic information, including accidents and road construction, for more than 80 North American markets.

*This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the business combination transaction involving SIRIUS and XM, including potential synergies and cost savings and the timing thereof, future financial and operating results, the combined company's plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as "will likely result," "are expected to," "anticipate," "believe," "plan," "estimate," "intend," "will," "should," "may," or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of SIRIUS' and XM's management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond the control of SIRIUS and XM. Actual results may differ materially from the results anticipated in these forward-looking statements.*

*The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statement: our substantial indebtedness; the businesses of SIRIUS and XM may not be combined successfully, or such combination may take longer, be more difficult, time-consuming or costly to accomplish than expected; the useful life of our satellites; our dependence upon automakers and other third parties; our competitive position versus other forms of audio and video entertainment; and general economic conditions. Additional factors that could cause SIRIUS' and XM's results to differ materially from those described in the forward-looking statements can be found in SIRIUS' Annual Report on Form 10-K for the year ended December 31, 2008 and XM's Annual Report on Form 10-K for the year ended December 31, 2008, which are filed with the Securities and Exchange Commission (the "SEC") and available at the SEC's Internet site (<http://www.sec.gov>). The information set forth herein speaks only as of the date hereof, and SIRIUS and XM disclaim any intention or obligation to update any forward looking statements as a result of developments occurring after the date of this communication.*

#### **CODE E-SIRI**

Contacts for SIRIUS XM Radio:

##### **Media Relations**

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212-901-6646  
PReilly@siriusradio.com

Kelly Sullivan  
Joele Frank, Wilkinson Brimmer Katcher  
212-355-4449  
KSullivan@joelefrank.com

##### **Investor Relations**

Hooper Stevens  
212-901-6718  
HStevens@siriusradio.com



*By Electronic Delivery to: [pdonnelly@siriusradio.com](mailto:pdonnelly@siriusradio.com)*

September 15, 2009

Mr. Patrick L. Donnelly  
 Executive Vice President & General Counsel  
 Sirius XM Radio Inc.  
 1221 Avenue of the Americas, 36<sup>th</sup> Fl.  
 New York, NY 10020

Re: Sirius XM Radio Inc. (the "Company")  
 Nasdaq Security: Common Stock  
 Nasdaq Symbol: SIRI

Dear Mr. Donnelly:

As we discussed, our Listing Rules (the "Rules") require listed securities to maintain a minimum bid price of \$1.00 per share. Based upon the closing bid price for the last 30 consecutive business days, the Company no longer meets this requirement.<sup>1</sup> Consequently, a deficiency exists with regard to the Rule. However, the Rules also provide the Company a grace period of 180 calendar days in which to regain compliance. The following table summarizes the critical dates and information as related to this matter.

Period below \$1.00 bid price	Expiration of 180 calendar day grace period	Press Release Due Date	Relevant Listing Rules
August 3, 2009 to September 14, 2009	March 15, 2010	September 21, 2009	5450(a)(1) – bid price 5810(c)(3)(A) – grace period 5810(b)– public disclosure 5505 – Capital Market criteria

If at anytime during this grace period the bid price of the Company's security closes at \$1.00 per share or more for a *minimum* of ten consecutive business days, we will provide you written confirmation of compliance and this matter will be closed.

In the event the Company does not regain compliance with the Rule prior to the expiration of the grace period, it will receive written notification that its securities are subject to delisting.<sup>2</sup> Alternatively, the Company may be eligible for an additional grace period if it meets the initial listing standards, with the exception of bid price, for The Nasdaq Capital Market. To avail itself of this alternative, the Company will need to submit an application to transfer its securities to TheNasdaq Capital Market.<sup>3</sup>

<sup>1</sup> For online access to all Nasdaq Rules, please see "Nasdaq Reference Links," included with this letter.

<sup>2</sup> At that time, the Company may appeal the delisting determination to a Hearing's Panel.

<sup>3</sup> For on-line access to the appropriate Transfer Application, please see "Nasdaq Reference Links."

Our Rules require that the Company, as promptly as possible, but no later than four business days from the receipt of this letter, make a public announcement through the news media which discloses receipt of this letter and the Nasdaq rules which it is based.<sup>4</sup> A copy of this announcement must be provided to Nasdaq's MarketWatch Department at least 10 minutes prior to its release.<sup>5</sup> In the event the Company does not make this required public announcement, trading in its securities will be halted. For your convenience attached is a list of news services.

Finally, an indicator will be displayed with quotation information related to the Company's securities on NASDAQ.com and NASDAQTrader.com and may be displayed by other third party providers of market data information. Also, a list of all non-compliant Nasdaq companies and the basis for such non-compliance is posted on our website at [www.nasdaq.com](http://www.nasdaq.com). The Company will be included in this list commencing five business days from the date of this letter.

If you have any questions, please do not hesitate to contact me at +1 301 978 8034.

Sincerely,



W. Wayne Bush, CFA  
Lead Analyst  
Nasdaq Listing Qualifications

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<sup>4</sup> Please see the attached "Directory of News Services" page for additional guidance.

<sup>5</sup> Prior to its release, the Company shall provide a copy of the public announcement to Nasdaq's MarketWatch Department, using the Electronic Disclosure service available at [www.NASDAQ.net](http://www.NASDAQ.net). A facsimile of the announcement should also be forwarded to the Listing Qualifications Department and the Hearings Department. The facsimile numbers for the Listing Qualifications Department and the Hearings Department are + 1 301 978 4028 and +1 301 978 8080, respectively.

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### NASDAQ REFERENCE LINKS

Topic	Description	Link
NASDAQ Listing Rules	All initial and continued listing rules	<a href="#">NASDAQ Listing Rules</a>
Corporate Governance	Independent directors, committee requirements and shareholder approval	<a href="http://www.nasdaq.com/about/FAQsCorpGov.stm">www.nasdaq.com/about/FAQsCorpGov.stm</a>
Fees	Fee schedule	<a href="http://www.nasdaq.com/about/FAQsFees.stm">www.nasdaq.com/about/FAQsFees.stm</a>
Frequently Asked Questions (FAQs)	Topics related to initial and continued listing	<a href="http://www.nasdaq.com/about/LegalComplianceFAQs.stm">www.nasdaq.com/about/LegalComplianceFAQs.stm</a>
Hearing Requests & Process	Discussion of the Nasdaq Hearings process	<a href="http://www.nasdaq.com/about/FAQsHearings.stm">www.nasdaq.com/about/FAQsHearings.stm</a>
Listing of Additional Shares (LAS)	Explanation of Nasdaq's Listing of Additional Shares process	<a href="http://www.nasdaq.com/about/FAQsLAS.stm">www.nasdaq.com/about/FAQsLAS.stm</a>
Transfer to the Nasdaq Capital Market	Procedures and application to transfer securities to the Nasdaq Capital Market	<a href="http://www.nasdaq.com/about/FAQsPhaseDown.stm">www.nasdaq.com/about/FAQsPhaseDown.stm</a>

### DIRECTORY OF NEWS SERVICES\*

The use of any of these services will satisfy NASDAQ's listing rules that require the disclosure of specific information in a press release or public announcement. The Company must ensure that the full text of the required announcement is disseminated publicly. The Company has not satisfied this requirement if the announcement is published as a headline only or if the news service determines not to publish the full text of the story.

News Service	Internet Address	Telephone Number
Bloomberg Business News	<a href="http://www.bloomberg.com">www.bloomberg.com</a>	Toll free: 800 444 2090 Phone: 609 750 4500
Business Wire	<a href="http://www.businesswire.com">www.businesswire.com</a>	Toll free: 800 227 0845 Phone: 415 986 4422
Dow Jones News Wire	<a href="http://www.djnewswires.com">www.djnewswires.com</a>	Phone: 201 938 5400
GlobeNewswire (A NASDAQ OMX Co.)	<a href="http://www.globenewswire.com">www.globenewswire.com</a>	Toll free: 800 307 6627 Phone: 310 642 6930
MarketWire	<a href="http://www.marketwire.com">www.marketwire.com</a>	Toll free: 800 774 9473 Phone: 310 765 3200
PR Newswire	<a href="http://www.prnewswire.com">www.prnewswire.com</a>	Toll free: 800 832 5522 Phone: 201 360 6700
Reuters	<a href="http://www.thomsonreuters.com">www.thomsonreuters.com</a>	Phone: 646 223 6000

\* Nasdaq cannot render advice to the Company with respect to the format or content of the public announcement. The following is provided only as a guide that should be modified following consultation with securities counsel: the Company received a Nasdaq Staff Deficiency Letter on (DATE OF RECEIPT OF STAFF DEFICIENCY LETTER) indicating that the Company fails to comply with the (STOCKHOLDERS' EQUITY, MINIMUM BID PRICE, MARKET VALUE OF PUBLICLY HELD SHARES, etc.) requirement(s) for continued listing set forth in Listing Rule(s) \_\_\_\_\_.