
**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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): October 13, 2010

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, 36th Fl., New York, NY
(Address of Principal Executive Offices)

10020
(Zip Code)

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

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 2.02 Results of Operations and Financial Condition

On October 13, 2010, we issued a press release which contained certain information regarding our results for the quarter ended September 30, 2010. The press release did not include financial statements, related notes and certain other financial information that will be filed with the Securities and Exchange Commission as part of our Quarterly Report on Form 10-Q for the three months ended September 30, 2010. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01 Regulation FD Disclosure

The information contained in Item 2.02 is incorporated in this Item 7.01 by reference.

Legal Proceedings. In October 2010, a Multistate Working Group, led by the Attorney General of the State of Ohio and joined by the Offices of the Attorneys General of Arizona, Connecticut, Tennessee, Vermont and the District of Columbia, commenced a multi-jurisdictional investigation into certain of our consumer practices. The investigation focuses on our practices relating to the cancellation of subscriptions; automatic renewal of subscriptions; charging, billing, collecting, and refunding or crediting of payments from consumers; and soliciting customers.

A separate investigation into our consumer-related practices is being conducted by the Attorney General of the State of Florida. In addition, in September 2010, the Attorney General of the State of Missouri commenced an action against us regarding our telemarketing practices to residents of the State of Missouri.

We are cooperating with these investigations and believe our consumer-related practices comply with all applicable federal and state laws and regulations.

This information shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

On October 13, 2010, we issued a press release announcing that XM Satellite Radio Inc. (“XM”), our subsidiary, commenced a tender offer to purchase for cash any and all of its 11.25% Senior Secured Notes due 2013 (the “Notes”) upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement, dated October 13, 2010, and in the related Letter of Transmittal and Consent. Concurrently with the tender offer, and on the terms and subject to the conditions set forth in such Offer to Purchase and Consent Solicitation

Statement, XM is soliciting consents of holders of the Notes to authorize the elimination of most of the restrictive covenants and certain of the events of default contained in the indenture governing the Notes and the release the security for, and guarantees of, the Notes under the Indenture and the related documents.

A copy of such press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

On October 13, 2010, we also announced that XM intends to sell up to \$550 million aggregate principal amount of new senior notes due 2018 in an offering pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended. The new notes will be unsecured and guaranteed on a senior unsecured basis by certain of XM's existing and future subsidiaries. XM intends to use the proceeds of the offering of the notes and cash on hand to repurchase its 11.25% Senior Secured Notes due 2013, assuming the tender offer and consent solicitation are completed, and to pay fees and expenses associated with the transactions. If such tender offer and consent solicitation are not completed, XM intends to use the proceeds for general corporate purposes, which may include the repayment of indebtedness.

The new senior notes have not been and will not be registered under the Securities Act or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws.

A copy of such press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

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.

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.

SIRIUS XM RADIO INC.

By: /s/ Patrick L. Donnelly

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

Dated: October 13, 2010

EXHIBITS

Exhibit	Description of Exhibit
99.1	Press Release dated October 13, 2010 announcing subscribers and other subscriber related metrics for the period ended September 30, 2010.
99.2	Press Release dated October 13, 2010 announcing tender offer for XM Satellite Radio Inc.'s 11.25% Senior Secured Notes due 2013.
99.3	Press Release dated October 13, 2010 announcing proposed offering by XM Satellite Radio Inc. of \$550 million of senior notes due 2018.



P R E S S R E L E A S E

**SIRIUS XM ADDS OVER 334,000 NET SUBSCRIBERS
IN THE THIRD QUARTER**

NEW YORK – October 13, 2010 – SIRIUS XM Radio (NASDAQ: SIRI) today announced that it added 334,727 net subscribers in the third quarter of 2010, compared to a net subscriber gain of 102,295 in the third quarter of 2009.

In the first three quarters of this year, SIRIUS XM added 1,089,417 net subscribers compared to a loss of 488,126 net subscribers in the first three quarters of 2009. The Company ended the third quarter with a record-high 19,862,175 subscribers, an increase of more than 1.3 million subscribers from September 30, 2009.

Of these amounts, in the first three quarters of this year:

- XM satellite radio added 469,165 net subscribers compared to a loss of 145,855 net subscribers in the first three quarters of 2009; and
- SIRIUS satellite radio added 620,252 net subscribers in the first three quarters of this year compared to a loss of 342,271 net subscribers in the first three quarters of 2009.

XM ended the third quarter with 10,218,265 subscribers, an increase of more than 513,000 subscribers from September 30, 2009. SIRIUS satellite radio ended the third quarter with 9,643,910 subscribers, an increase of more than 833,000 subscribers from September 30, 2009.

SIRIUS XM also announced the following additional third quarter 2010 subscriber metrics:

- Self-pay churn improved to 1.9% for the third quarter of 2010 from 2.0% for the third quarter of 2009; and
- The conversion rate from a trial subscription included in the sale of a vehicle to a self-pay subscription improved in the third quarter of 2010 to 48.1%, up from 46.2% for the third quarter of 2009.

The Company expects to end the year with approximately 20.1 million subscribers, implying net additions of approximately 1.3 million in 2010.

SIRIUS XM plans to release full third quarter 2010 financial results in November 2010.

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About SIRIUS XM Radio

SIRIUS XM is America's satellite radio company, broadcasting more than 135 channels of commercial-free music, and premier sports, news, talk, entertainment, traffic, weather, and data services to more than 19.5 million subscribers in cars, trucks, boats and aircraft, and through a wide range of mobile devices.

SIRIUS XM offers an array of content from some of the biggest names in entertainment, as well as from professional sports leagues, major colleges, and national news and talk providers. SIRIUS XM programming is also available at sirius.com and xmradio.com, and on Apple iPhone and iPod touch, BlackBerry and Android-powered mobile devices using the SIRIUS XM Premium Online App.

SIRIUS XM has arrangements with every major automaker and its radio products are available at retail locations nationwide, as well as shop.sirius.com and shop.xmradio.com.

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 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," "will continue," "is anticipated," "estimated," "intend," "plan," "projection," "outlook" or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of SIRIUS 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 dependence upon automakers and other third parties, the substantial indebtedness of SIRIUS and XM; the useful life of our satellites; and our competitive position versus other forms of audio and video entertainment. 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, 2009 and its Quarterly Report on Form 10-Q for the period ending June 30, 2010 and XM's Annual Report on Form 10-K for the year ended December 31, 2009 and its Quarterly Report on Form 10-Q for the period ending June 30, 2010, 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.

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Contact Information for Investors and Financial Media:

Investors:

William Prip
212 584 5289
william.prip@siriusxm.com

Hooper Stevens
212 901 6718
hooper.stevens@siriusxm.com

Media:

Patrick Reilly
212 901 6646
patrick.reilly@siriusxm.com



P R E S S R E L E A S E

**XM SATELLITE RADIO COMMENCES CASH TENDER OFFER
AND RELATED CONSENT SOLICITATION FOR ITS
11.25% SENIOR SECURED NOTES DUE 2013**

NEW YORK – October 13, 2010 – XM Satellite Radio Inc., a wholly owned subsidiary of SIRIUS XM Radio (NASDAQ: SIRI), today announced that it has commenced a cash tender offer to purchase for cash any and all of its 11.25% Senior Secured Notes due 2013 (the “Notes”) upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement, dated the date hereof (as it may be amended or supplemented from time to time, the “Statement”), and in the related Letter of Transmittal and Consent (as it may be amended or supplemented from time to time, the “Letter of Transmittal” and collectively with the Statement, the “Offer Documents”). Concurrently with the tender offer, and on the terms and subject to the conditions set forth in the Statement, the Company is soliciting consents of holders of the Notes to authorize the elimination of most of the restrictive covenants and certain of the events of default contained in the indenture governing the Notes and the release the security for, and guarantees of, the Notes under the indenture and the related documents.

The consent payment deadline is 5:00 p.m., New York City time, on October 26, 2010 (such time and date, as it may be extended, the “Consent Payment Deadline”), and the tender offer will expire at 12:00 a.m. midnight New York City time, on November 9, 2010 (such time and date, as it may be extended, the “Expiration Time”), in each case unless earlier terminated by XM. Notes tendered may be withdrawn at any time at or before the Consent Payment Deadline but not thereafter.

The total consideration for each \$1,000 principal amount of Notes validly tendered at or before the Consent Payment Deadline and purchased pursuant to the tender offer will be \$1,120. The total consideration includes a payment of \$20 per \$1,000 principal amount of Notes payable only in respect of Notes tendered with consents at or before the Consent Payment Deadline. Holders validly tendering Notes after the Consent Payment Deadline but at or before the Expiration Time will be eligible to receive only the tender offer consideration of \$1,100 per \$1,000 principal amount of Notes, namely an amount equal to the total consideration less the consent payment. In addition, holders whose Notes are purchased in the tender offer will receive accrued and unpaid interest in respect of their purchased Notes from the last interest payment date to, but not including, the applicable payment date for the Notes. Tenders of Notes will be accepted only in principal amounts of \$1,000 or integral multiples thereof.

XM has reserved the right, at any time following the Consent Payment Deadline but prior to the Expiration Time (the “Early Acceptance Date”), to accept for purchase all Notes validly tendered and not validly withdrawn before the Early Acceptance Date. If XM elects to exercise this option, XM will pay the total consideration or tender offer consideration, as the case may be, for

the Notes accepted for purchase at the Early Acceptance Date promptly following the acceptance of Notes for purchase (the date of such payment being referred to as the "Early Payment Date"). Also, on any Early Payment Date, if any, XM will pay accrued and unpaid interest to, but not including, the Early Payment Date, on Notes accepted for purchase at the Early Acceptance Date.

Subject to the terms and conditions of the tender offer being satisfied or waived, the Company will, after the Expiration Time (the "Final Acceptance Date"), accept for purchase all Notes validly tendered before the Expiration Time (and not validly withdrawn before the Consent Payment Deadline) (or if the Company has exercised its early purchase option described above, all Notes validly tendered after the Early Acceptance Date and before the Expiration Time). The Company will pay the total consideration or tender offer consideration, as the case may be, for Notes accepted for purchase at the Final Acceptance Date promptly following the acceptance of Notes for purchase on Final Acceptance Date (the date of such payment being referred to as the "Final Payment Date"). Also, on the Final Payment Date, we will pay accrued and unpaid interest to, but not including, the Final Payment Date, on Notes accepted for purchase at the Final Acceptance Date.

XM's obligation to accept for purchase and to pay for Notes validly tendered and not withdrawn pursuant to the tender offer is subject to the satisfaction or waiver of certain conditions, which are more fully described in the Statement, including, among others, XM's receipt of aggregate proceeds (before initial purchasers' discounts, fees and other offer expenses) of at least \$550.0 million from a private offering of new notes, on terms satisfactory to XM. The offer is not conditioned upon receipt of the requisite consents to authorize the amendment of the indenture to eliminate most of the restrictive covenants and certain events of default (consents in respect of a majority of the outstanding Notes are required for these amendments) or the amendments to release the security for, and guarantees of, the Notes (consents in respect of 66-2/3% of the outstanding Notes are required for these amendments). In no event will the information contained in this release or the Offer Documents regarding the new notes constitute an offer to sell or a solicitation of an offer to buy any new notes.

The depository and information agent for the tender offer and consent solicitation is Global Bondholder Services Corporation. The dealer manager for the tender offer and solicitation agent for the consent solicitation is J.P. Morgan Securities LLC ((800) 245-8812 (toll-free) and (212) 270-1200 (collect)).

The Offer Documents will be distributed to holders of Notes promptly. Holders with questions or who would like additional copies of the offer documents may call the information agent, Global Bondholder Services Corporation, toll-free at (866) 294-2200.

This news release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to purchase or the solicitation of an offer to sell the Notes. The tender offer and the consent solicitation are being made only pursuant to the Offer Documents that the Company will be distributing to noteholders promptly. Noteholders and investors should read carefully the Offer Documents because they contain important information, including the various terms of and conditions to the tender offer and the consent solicitation. None of the Company, the dealer manager and the solicitation agent, the depository, the information agent or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their Notes in the tender offer or deliver their consents in the consent solicitation.

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About SIRIUS XM Radio

SIRIUS XM is America's satellite radio company, broadcasting more than 135 channels of commercial-free music, and premier sports, news, talk, entertainment, traffic, weather, and data services to more than 19.5 million subscribers in cars, trucks, boats and aircraft, and through a wide range of mobile devices.

SIRIUS XM offers an array of content from some of the biggest names in entertainment, as well as from professional sports leagues, major colleges, and national news and talk providers. SIRIUS XM programming is also available at sirius.com and xmradio.com, and on Apple iPhone and iPod touch, BlackBerry and Android-powered mobile devices using the SIRIUS XM Premium Online App.

SIRIUS XM has arrangements with every major automaker and its radio products are available at retail locations nationwide, as well as shop.sirius.com and shop.xmradio.com.

This communication contains "forward-looking statements". Such statements include, but are not limited to, statements about 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," "will continue," "is anticipated," "estimated," "intend," "plan," "projection," "outlook" or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of SIRIUS 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 dependence upon automakers and other third parties, the substantial indebtedness of SIRIUS and XM; the useful life of our satellites; and our competitive position versus other forms of audio and video entertainment. 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, 2009 and its Quarterly Report on Form 10-Q for the period ending June 30, 2010 and XM's Annual Report on Form 10-K for the year ended December 31, 2009 and its Quarterly Report on Form 10-Q for the period ending June 30, 2010, 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.

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Contact Information for Investors and Financial Media:

Investors:

William Prip
212 584 5289
william.prip@siriusxm.com

Hooper Stevens
212 901 6718
hooper.stevens@siriusxm.com

Media:

Patrick Reilly
212 901 6646
patrick.reilly@siriusxm.com



P R E S S R E L E A S E

**XM SATELLITE RADIO ANNOUNCES OFFERING
OF \$550 MILLION OF SENIOR NOTES DUE 2018**

NEW YORK – October 13, 2010 – XM Satellite Radio Inc., a wholly owned subsidiary of SIRIUS XM Radio (NASDAQ: SIRI), today announced that it intends to offer up to \$550 million aggregate principal amount of Senior Notes due 2018 in an offering to qualified institutional buyers pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the "Securities Act"). The notes will be unsecured and guaranteed on a senior unsecured basis by certain of XM's existing and future subsidiaries.

XM intends to use the proceeds of the offering of the notes and cash on hand to repurchase its 11.25% Senior Secured Notes due 2013 tendered pursuant to a tender offer and related consent solicitation announced today, assuming the tender offer and consent solicitation are completed, and to pay fees and expenses associated with the transactions. If the tender offer and consent solicitation are not completed, XM intends to use the proceeds for general corporate purposes, which may include the repayment of indebtedness.

The notes have not been and will not be registered under the Securities Act or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This announcement is neither an offer to sell nor a solicitation to buy the notes, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such an offer, solicitation or sale would be unlawful. In no event will the information contained in this release regarding the tender offer and consent solicitation for the 11.25% Notes constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders or consents with respect to, the 11.25% Notes.

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