UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended September 30, 2000

Commission file number 0-24710

SIRIUS SATELLITE RADIO INC.

(Exact name of registrant as specified in its charter)

DELAWARE	52-1700207
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1221 AVENUE OF THE AMERICAS, 36TH FLOOR
NEW YORK, NEW YORK 10020

(Address of principal executive offices)
(Zip code)

212-584-5100

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

COMMON STOCK, $.001 PAR VALUE	42,098,794 SHARES
(Class)	(Outstanding as of November 10, 2000)

SIRIUS SATELLITE RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

<TABLE>
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	For the Three Months Ended Sept. 30,		For the Nine Months Ended Sept.30,		Cumulative for the period May 17, 1990 (date of inception) to Sept. 30, 2000
	2000	1999	2000	1999	
<S>	<C>	<C>	<C>	<C>	<C>
Revenue	$ -	$ -	$ -	$ -	$ -
Operating expenses:					
Engineering design and development	(17,476)	(7,188)	(51,630)	(21,532)	(91,180)
General and administrative	(14,343)	(5,744)	(35,833)	(17,162)	(96,761)
Special charges	-	-	-	-	(27,682)
Total operating expenses	(31,819)	(12,932)	(87,463)	(38,694)	(215,623)
Other income (expense):					
Interest and investment income	6,265	3,809	20,691	10,209	49,845
Interest expense	(5,616)	(4,000)	(24,001)	(7,683)	(57,191)
	649	(191)	(3,310)	2,526	(7,346)
Loss before income taxes	(31,170)	(13,123)	(90,773)	(36,168)	(222,969)
Income taxes:					
Federal	-	-	-	-	(1,982)
State	-	-	-	-	(313)
Net loss	(31,170)	(13,123)	(90,773)	(36,168)	(225,264)

Preferred stock dividends	(9,547)	(7,721)	(29,871)	(22,573)	(81,910)
Preferred stock deemed dividends	(166)	(2,300)	(8,082)	(6,834)	(75,268)
Accretion of dividends in connection with the issuance of warrants on preferred stock	-	(77)	(900)	(225)	(7,704)
Net loss applicable to common stockholders	$ (40,883)	$ (23,221)	$ (129,626)	$ (65,800)	$ (390,146)
Net loss per share applicable to common stockholders (basic and diluted)	$ (0.97)	$ (0.96)	$ (3.42)	$ (2.79)	
Weighted average common shares outstanding (basic and diluted)	42,001	24,095	37,924	23,575	

The accompanying notes are an integral part of these consolidated financial statements.

</TABLE>

SIRIUS SATELLITE RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

<TABLE>
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ASSETS	September 30, 2000 (unaudited)	December 31, 1999
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents	$ 8,814	$ 81,809
Marketable securities, at market	229,132	317,810
Restricted investments, at amortized cost	55,363	67,454
Prepaid expenses and other	7,924	741
Total current assets	301,233	467,814
Property and equipment, at cost:		
Satellites and launch vehicles	855,787	574,679
Broadcast studio equipment	17,486	15,731
Leasehold improvements	18,379	15,285
Technical equipment and other	35,686	18,653
	927,338	624,348
Less: accumulated depreciation	(2,342)	(880)

	924,996	623,468
Other assets:		
FCC license	83,368	83,368
Debt issue costs, net	20,708	23,053
Deposits and other	17,797	8,909
Total other assets	121,873	115,330
Total assets	$ 1,348,102	$ 1,206,612

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable and accrued expenses	$ 40,430	$ 30,454
Satellite construction and launch vehicles payable	7,069	19,275
Short-term notes payable	-	114,075
Total current liabilities	47,499	163,804
Long-term notes payable and accrued interest	463,203	488,835
Deferred satellite payments and accrued interest	59,384	55,140
Deferred income taxes	2,237	2,237
Total liabilities	572,323	710,016
Commitments and contingencies:		
10 1/2% Series C Convertible Preferred Stock, no par value: 2,025,000 shares authorized, none and 1,248,776 shares issued and outstanding at September 30, 2000 and December 31, 1999, respectively (liquidation preferences of $0 and $124,878), at net carrying value including accrued dividends	-	149,285
9.2% Series A Junior Cumulative Convertible Preferred Stock, $.001 par value: 4,300,000 shares authorized, 1,461,270 shares issued and outstanding at September 30, 2000 and December 31, 1999 (liquidation preference of $146,127), at net carrying value including accrued dividends	158,864	148,894
9.2% Series B Junior Cumulative Convertible Preferred Stock, $.001 par value: 2,100,000 shares authorized, 655,406 shares issued and outstanding at September 30, 2000 and December 31, 1999 (liquidation preference of $65,541), at net carrying value including accrued dividends	68,875	64,238
9.2% Series D Junior Cumulative Convertible Preferred Stock, $.001 par value: 10,700,000 shares authorized, 2,000,000 shares issued and outstanding at September 30, 2000 (liquidation preference of $200,000), at net carrying value including accrued dividends	205,154	-
Stockholders' equity:		
Preferred stock, $.001 par value: 50,000,000 shares authorized,	-	-
8,000,000 shares designated as 5% Delayed Convertible Preferred Stock, none issued or outstanding		
Common stock, $.001 par value: 200,000,000 shares authorized, 42,095,041 and 28,721,041 shares issued and outstanding at September 30, 2000 and December 31, 1999, respectively	42	29
Additional paid-in capital	568,108	268,641
Deficit accumulated during the development stage	(225,264)	

		(134,491)
Total stockholders' equity	342,886	134,179
Total liabilities and stockholders' equity	$ 1,348,102	$ 1,206,612

The accompanying notes are an integral part of these consolidated financial statements.

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

<TABLE>
<CAPTION>

	For the Nine Months Ended Sept. 30, 2000	For the Nine Months Ended Sept. 30, 1999	Cumulative for the period May 17, 1990 (date of inception) to Sept. 30, 2000
<S>	<C>	<C>	<C>
Cash flows from development stage activities:			
Net loss	$ (90,773)	$ (36,168)	$ (225,264)
Adjustments to reconcile net loss to net cash provided by (used in) development stage activities:			
Depreciation expense	1,589	527	2,753
Unrealized (gain) loss on marketable securities	1,348	126	(2,534)
Loss on disposal of assets	249	10	364
Special charges	-	-	25,557
Accretion of notes payable charged as interest expense	57,557	33,436	141,622
Compensation expense in connection with issuance of Common Stock and stock options	5,744	695	10,286
Expense incurred in connection with conversion of debt	12,655	-	14,431
Increase (decrease) in cash and cash equivalents resulting from changes in assets and liabilities:			
Prepaid expenses and other	(7,183)	(439)	(7,924)
Due to related party	-	-	351
Other assets	(9,503)	(4,062)	(15,559)
Accounts payable and accrued expenses	(18,429)	14,864	(8,858)
Deferred taxes	-	-	2,237
Net cash provided by (used in) development stage activities	(46,746)	8,989	(62,538)

Cash flows from investing activities:			
Sales (purchases) of marketable securities and restricted investments, net	99,830	(191,386)	(281,539)
Purchase of FCC license	-	-	(83,368)
Payments for construction of satellites and launch vehicles	(289,070)	(189,044)	(811,597)
Other capital expenditures	(23,878)	(31,228)	(76,911)
Acquisition of Sky-Highway Radio Corp.	-	-	(2,000)
Net cash used in investing activities	(213,118)	(411,658)	(1,255,415)
Cash flows from financing activities:			
Proceeds from issuance of notes payable	1,882	159,657	253,144
Proceeds from issuance of Common Stock, net	100,180	67,994	361,960
Proceeds from issuance of preferred stock, net	192,450	-	505,418
Proceeds from exercise of stock options and warrants	8,314	785	14,897
Proceeds from issuance of promissory notes and units, net	-	190,000	306,535
Proceeds from issuance of promissory notes to related parties	-	-	2,965
Repayment of promissory notes	-	-	(2,635)
Repayment of notes payable	(115,957)	-	(115,957)
Loan from officer	-	-	440
Net cash provided by financing activities	186,869	418,436	1,326,767
Net increase (decrease) in cash and cash equivalents	(72,995)	15,767	8,814
Cash and cash equivalents at the beginning of period	81,809	204,753	-
Cash and cash equivalents at the end of period	$ 8,814	$ 220,520	$ 8,814

The accompanying notes are an integral part of these consolidated financial statements.

</TABLE>

SIRIUS SATELLITE RADIO INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE ENTERPRISE)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(DOLLAR AMOUNTS IN THOUSANDS, UNLESS OTHERWISE STATED)
(UNAUDITED)

GENERAL

The accompanying consolidated financial statements and the notes thereto do not include all of the information and disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles. In the opinion of management, all adjustments (consisting only of normal, recurring adjustments) considered necessary to fairly state our consolidated financial position and consolidated results of operations have been included. These financial statements should be read in connection with our consolidated financial statements and the notes thereto for the fiscal year ended December 31, 1999 included in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

NET LOSS PER SHARE

Basic loss per share is based on the weighted average number of outstanding shares of our Common Stock. Diluted loss per share adjusts the weighted average for the potential dilution that could occur if common stock equivalents (i.e. convertible stock, convertible debt, warrants and stock options) were exercised or converted into Common Stock. As of September 30, 2000 and 1999, approximately 19,808,000 and 19,842,000 common stock equivalents were outstanding, respectively, and were excluded from the calculation of diluted loss per share, as they were antidilutive.

MARKETABLE SECURITIES

Marketable securities consist of fixed income securities and are stated at market value. Marketable securities are defined as trading securities under the provision of SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities" ("SFAS No. 115"), and unrealized holding gains and losses are reflected in earnings. Unrealized holding gains were $2,533 and $3,882 at September 30, 2000 and December 31, 1999, respectively.

RESTRICTED INVESTMENTS

Restricted investments consist of fixed income securities and are stated at amortized cost plus accrued interest. Restricted investments are defined as held-to-maturity securities under the provision of SFAS No. 115 and unrealized holding gains and losses are not reflected in earnings. Unrealized holding losses were $345 and $716 at September 30, 2000 and December 31, 1999, respectively. The securities included in restricted investments are restricted to provide for interest payments due through May 15, 2002 on our 14 1/2% Senior Secured Notes due 2009.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and include interest on funds borrowed to finance construction. Capitalized interest was $125,428 and $72,810 at September 30, 2000 and December 31, 1999, respectively.

SHORT-TERM NOTES PAYABLE

We entered into a credit agreement with Bank of America and other lenders in July 1998 under which Bank of America and other lenders provided us a $115,000 term loan. The proceeds of this facility were used to fund progress payments for the purchase of launch services and to pay interest, fees and other related expenses. On February 29, 2000, we repaid these loans and cancelled the related credit agreement.

DEFERRED SATELLITE PAYMENTS

Under an amended and restated contract (the "Loral Satellite Contract") with Space Systems/Loral, Inc. ("Loral"), Loral has deferred certain amounts due under the Loral Satellite Contract. The amounts deferred bear interest at 10% per year and were originally due in quarterly installments beginning in June 2002, however, the agreement governing these deferred amounts provides that this date, and subsequent payment dates, will be extended by the number of days that the achievement of any milestone under the Loral Satellite Contract is delayed beyond the date set forth in the Loral Satellite Contract. On November 1, 2000, we announced that our fourth, ground spare, satellite is expected to be delivered to ground storage in August 2001. This satellite was originally expected to be delivered to ground storage in October 2000. As a result of Loral's delay in delivering this satellite, we do not expect to make any required payments with respect to these deferred amounts until April 2003, at the earliest. We have the right to prepay these deferred payments, together with accrued interest, without penalty.

ENGINEERING DESIGN AND DEVELOPMENT COSTS

We have entered into an agreement with Lucent Technologies, Inc. ("Lucent") pursuant to which Lucent has agreed to use commercially reasonable efforts to deliver integrated circuits ("chip sets") which will be used in consumer electronic devices capable of receiving our broadcasts. In addition, we have entered into agreements with Alpine Electronics Inc., Audiovox Corporation, Clarion Co., Ltd., Delphi Delco Electronics Systems, Kenwood Corporation, Matsushita Communication Industrial Corporation of USA, Mitsubishi Electric Automotive America, Inc., Pioneer Corporation, Recoton Corporation, Sanyo Electronic Co. Ltd., Visteon Automotive Systems and other contract manufacturers to design, develop and produce radios capable of receiving our service and have agreed to pay certain costs associated with these radios. We record expenses under these agreements as the work is performed. Total expenses related to these agreements were $12,354 and $5,831 for the three month periods ended September 30, 2000 and September 30, 1999, respectively, and $63,475 for the period May 17, 1990 (date of inception) to September 30, 2000.

RECLASSIFICATIONS

Certain amounts in the prior period's financial statements have been reclassified to conform to the current period presentation.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(DOLLAR AMOUNTS IN THOUSANDS, UNLESS OTHERWISE STATED)

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in forward-looking statements made in this Quarterly Report on Form 10-Q and in other reports and documents published by us from time to time. Any statements about our expectations, beliefs, plans, objectives, assumptions, future events or performance are not historical facts and may be "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are often, but not always, made 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." Accordingly, these statements involve estimates, assumptions and uncertainties that could cause our actual results to differ materially from those expressed in the forward-looking statements. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout our Annual Report on Form 10-K for the year ended December 31, 1999 (the "1999 Form 10-K"), and particularly the risk factors set forth under the caption "Business--Risk Factors" in Part I of the 1999 Form 10-K. Among the significant factors that have a direct bearing on our results of operations are:

- unavailability of radios and our dependence upon third parties to develop, manufacture and distribute radios;

- loss or impairment of one or more of our satellites due to operational failures;

- unsuccessful launch or deployment of our third satellite;

- delays in constructing our fourth, ground spare, satellite;

- delays in implementing our business plan;

- unproven market for our service and unproven applications of technology; and

- our need for additional financing.

Because the risk factors referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any such forward-looking statements. Further, any forward-looking statements speak 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 us to predict which will arise. In addition, we 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.

OVERVIEW

Sirius Satellite Radio Inc. ("Sirius") was organized in May 1990 and is in its development stage. Our principal activities to date have included developing our technology, obtaining regulatory approval for our service, launching two satellites, constructing one additional satellite and commencing construction of a fourth satellite, constructing our broadcast facility, acquiring content for our programming, constructing our ground repeater network, arranging for the development of radios, strategic planning, market research, recruiting our management team and securing financing for capital expenditures and working capital. We will require funds for working capital, interest on borrowings, acquisition of programming, financing costs and operating expenses until some time after we commence operations. We cannot assure you that we will ever commence operations, attain any particular level of revenues or achieve profitability.

We plan to begin broadcasting in January. We expect to have a limited quantity of radios available during the first quarter of 2001. These radios will be distributed through select vehicle manufacturers and radio manufacturers as part of a comprehensive quality assurance program. The technical portion of this program will include end to end testing and integration of our studio, broadcast, transaction management and customer service systems. The content portion of this program will refine Sirius' programming based on feedback obtained from users of these initial radios.

Radios will not be made widely available until our quality assurance program has been completed and we can ensure a high quality consumer service. Subscriptions to Sirius from the sale of radios in the autosound aftermarket are expected to increase in each quarter of 2001, with a majority of such subscriptions occurring in the fourth quarter, corresponding to the peak annual sales period for consumer electronics products. We expect factory installation of radios in new vehicles to occur on a limited basis in the first half of 2001, with volume increasing as manufacturers complete their qualification of radios and new car models are introduced in the third quarter of 2001.

Upon commencing operations, we expect our primary source of revenues to be subscription fees. We anticipate that our subscription fee will be $9.95 per month, with a one time activation fee per subscriber. We also expect our subscription to be included with the sale or lease of certain new vehicles. In addition, we expect to derive revenues from directly selling or bartering advertising on our non-music channels.

We expect that the operating expenses associated with our service will consist primarily of marketing and sales costs, cost to acquire programming, expenses of maintaining our satellite and broadcasting system and general and administrative costs. Costs to acquire programming include payments to build and maintain an extensive music library and royalty payments for broadcasting music. As of November 10, 2000, we had 152 employees. By commencement of operations, we expect to have approximately 300 employees.

Our first and second satellites were launched on June 30, 2000 and September 5, 2000, respectively. Loral delivered us title to our first and second satellites on July 31, 2000 and September 29, 2000, respectively, following the completion of in-orbit testing. We expect to launch our third satellite shortly and we expect our fourth satellite to be delivered to ground storage in August 2001.

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2000 COMPARED WITH THREE MONTHS ENDED SEPTEMBER 30, 1999

We had net losses of $31,170 and $13,123 for the three months ended September 30, 2000 and 1999, respectively. Our total operating expenses were $31,819 and $12,932 for the three months ended September 30, 2000 and 1999, respectively.

Engineering design and development costs were $17,476 and $7,188 for the three months ended September 30, 2000 and 1999, respectively. These engineering costs represented primarily payments to Lucent (in the 1999 quarter) and to Lucent and other radio development and contract manufacturing partners (in the 2000 quarter). The increase in costs in the 2000 period resulted primarily from the increased activity in our radio development effort as we prepare to launch our service.

General and administrative expenses increased for the three months ended September 30, 2000 to $14,343 from $5,744 for the three months ended September 30, 1999. General and administrative expenses increased principally due to the growth of our management team and workforce, expenses in connection with stock options granted to non-employees and the purchase of in-orbit insurance for our first and second satellites. The major components of general and administrative expenses in the 2000 quarter were salaries and employment related costs (40%), marketing costs (17%) and rent and occupancy costs (12%), while in the 1999 quarter the major components were salaries and employment related costs (29%), marketing costs (12%) and rent and occupancy costs (22%). The remaining portion of general and administrative expenses (31% in the 2000 quarter and 37% in the 1999 quarter) consisted of other costs such as legal and regulatory, insurance, consulting, travel, depreciation and supplies, with no such amount exceeding 10% of the total in either the 2000 or 1999 quarters.

The increase in interest and investment income to $6,265 for the three months ended September 30, 2000 from $3,809 for the three months ended September 30, 1999 was the result of higher average balances of cash, marketable securities and restricted investments during the 2000 quarter. The higher average balances of cash, marketable securities and restricted investments during the 2000 quarter were due to the investment throughout the 2000 period of proceeds from financing activities in 2000 and the fourth quarter of 1999, including the issuance of our 8 3/4% Convertible Subordinated Notes due 2009, our 9.2% Series B Junior Cumulative Convertible Preferred Stock, our 9.2% Series D Junior Cumulative Convertible Preferred Stock and 5,740,322 shares of our Common Stock.

Interest expense was $5,616 for the three months ended September 30, 2000 and $4,000 for the three months ended September 30, 1999, net of capitalized interest of $14,919 and $16,393, respectively. Gross interest expense increased by $142 and capitalized interest decreased by $1,474 during the period. We capitalized less interest during the 2000 quarter due to the successful launches of our first satellite on June 30, 2000 and our second satellite on September 5, 2000.

NINE MONTHS ENDED SEPTEMBER 30, 2000 COMPARED WITH NINE MONTHS ENDED SEPTEMBER 30, 1999

We had net losses of $90,773 and $36,168 for the nine months ended September 30, 2000 and 1999, respectively. Our total operating expenses were $87,463 and $38,694 for the nine months ended September 30, 2000 and 1999, respectively.

Engineering design and development costs were $51,630 and $21,532 for the nine months ended September 30, 2000 and 1999, respectively. These engineering costs represented primarily payments to Lucent (in the 1999 period) and to Lucent and other radio development and contract manufacturing partners (in the 2000 period). The increase in costs in the 2000 period resulted primarily from the increased activity in our radio development effort as we prepare to launch our service.

General and administrative expenses increased for the nine months ended September 30, 2000 to $35,833 from $17,162 for the nine months ended September 30, 1999. General and administrative expenses increased due to the growth of our management team and workforce, expenses in connection with stock options granted to non-employees and the purchase of in-orbit insurance for our first and second satellites. The major components of general and administrative expenses in the 2000 period were salaries and employment related costs (44%) and rent and occupancy costs (13%), while in the 1999 period the major components were salaries and employment related costs (30%) and rent and occupancy costs (24%). The remaining portion of general and administrative expenses (43% in the 2000 period and 46% in the 1999 period) consisted of other costs such as legal and regulatory, insurance, marketing, consulting, travel, depreciation and supplies, with only marketing expenses (13%) exceeding 10% of the total in the 2000 period and only legal and regulatory costs (13%) exceeding 10% of the total in the 1999 period.

The increase in interest and investment income to $20,691 for the nine months ended September 30, 2000 from $10,209 for the nine months ended September 30, 1999 was the result of higher average balances of cash, marketable securities and restricted investments during the 2000 period. The higher average balances of cash, marketable securities and restricted investments during the 2000 period were due to the investment throughout the 2000 period of proceeds from financing activities in 1999 and 2000, including the issuance of our 14 1/2% Senior Secured Notes due 2009, our 8 3/4% Convertible Subordinated Notes due 2009, our 9.2% Series B Junior Cumulative Convertible Preferred Stock, our 9.2% Series D Junior Cumulative Convertible Preferred Stock and 5,740,322 shares of our Common Stock.

Interest expense was $24,001 for the nine months ended September 30, 2000 and $7,683 for the nine months ended September 30, 1999, net of capitalized interest of $52,618 and $39,785, respectively. The increase in interest expense for the 2000 period was related primarily to the induced conversion of a portion of our 8 3/4% Convertible Subordinated Notes due 2009. Gross interest expense increased by $29,151 greater than the corresponding increase in capitalized interest of $12,833. In addition, gross interest expense and capitalized interest for the 2000 period increased due to interest accruing on our 14 1/2% Senior Secured Notes due 2009 issued in May 1999 and our 8 3/4% Convertible Subordinated Notes due 2009 issued in September and October 1999, which were outstanding throughout the 2000 period but during only a portion of the 1999 period.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2000, we had cash, cash equivalents, marketable securities and restricted investments totaling $293,309 and working capital of $253,734 compared with cash, cash equivalents, marketable securities and restricted investments totaling $467,073 and working capital of $304,010 at December 31, 1999.

FUNDING REQUIREMENTS

We believe we can fund our planned operations, including the construction of our broadcast system, into the fourth quarter of 2001 from our existing working capital and the proceeds of the Lehman Term Loan Facility (as defined in "Sources of Funding" below). We anticipate that we will require approximately $75,000 beyond cash on hand and the proceeds of this facility to fund operations during the balance of 2001, although this amount is subject to a number of factors affecting our operations. In addition, we may require additional funds until our revenues grow substantially.

We entered into the Loral Satellite Contract to build and launch the satellites necessary to transmit our service. The Loral Satellite Contract provides for Loral to construct, launch and deliver three satellites in-orbit and checked-out, to construct for us a fourth satellite for use as a ground spare and to provide satellite launch services. We are committed to make aggregate payments of approximately $745,890 under the Loral Satellite Contract, which includes $15,000 of long-lead time parts for a fifth satellite. As of September 30, 2000, $644,514 of this obligation had been satisfied. Under the Loral Satellite Contract, with the exception of a payment made to Loral in March

1993, payments are made in installments that commenced in April 1997 and will end in December 2003. Approximately half of the payments under the Loral Satellite Contract are contingent upon Loral meeting specified milestones.

We also will require funds for working capital, interest on borrowings, acquisition of programming, financing costs and operating expenses until some time after we commence operations. We expect our interest expense will increase significantly when compared to our 1999 interest expense as a result of the issuance of our 14 1/2% Senior Secured Notes due 2009 in May 1999 and our 8 3/4% Convertible Subordinated Notes due 2009 in September and October 1999, respectively. A portion of the net proceeds of the issuance of our 14 1/2% Senior Secured Notes due 2009 was used to purchase a portfolio of U.S. government securities in an amount sufficient to pay interest on these notes through May 15, 2002.

The amount and timing of our actual cash requirements will depend upon numerous factors, including costs associated with the launch and deployment of our third satellite, construction of our fourth, ground spare, satellite, construction and deployment of our ground repeater network costs associated with the design and development of chip sets and radios, the rate of growth of our business after commencing service, costs of financing and the possibility of unanticipated costs. We will require additional funds if there are delays, cost overruns, unanticipated expenses, satellite losses or impairments, launch failures, satellite system or launch services change orders or shortfalls in estimated levels of operating cash flow.

SOURCES OF FUNDING

To date, we have funded our capital needs through the issuance of debt and equity securities. As of September 30, 2000 we had received a total of approximately $874,000 in equity capital as a result of the following transactions: (1) the sale of shares of our Common Stock prior to the issuance of our FCC license (net proceeds of approximately $22,000); (2) the sale of 5,400,000 shares of 5% Delayed Convertible Preferred Stock (net proceeds of approximately $121,000) in April 1997 (in November 1997, we exchanged 1,846,799 shares of our 10 1/2% Series C Convertible Preferred Stock for all the outstanding shares of 5% Delayed Convertible Preferred Stock); (3) the sale of 4,955,488 shares of our Common Stock (net proceeds of approximately $71,000) in 1997; (4) the sale of 5,000,000 shares of our Common Stock to Prime 66 Partners, L.P. (net proceeds of approximately $98,000) in November 1998; (5) the sale of 1,350,000 shares of our 9.2% Series A Junior Cumulative Convertible Preferred Stock to the Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P. (collectively, the "Apollo Investors") (net proceeds of approximately $129,000) in December 1998; (6) the sale of 650,000 shares of our 9.2% Series B Junior Cumulative Convertible Preferred Stock to the Apollo Investors (net proceeds of approximately $63,000) in November 1999; (7) the sale of 3,000,000 shares of our Common Stock in an underwritten public offering (net proceeds of approximately $68,000) in September 1999, and an additional 450,000 shares of our Common Stock in connection with the exercise of the underwriters' over-allotment option (net proceeds of approximately $10,000) in October 1999; (8) the sale of 2,000,000 shares of our 9.2% Series D Junior Cumulative Convertible Preferred Stock to certain affiliates of The Blackstone Group, L.P. (net proceeds of approximately $192,000) in January 2000; and (9) the sale of 2,290,322 shares of our Common Stock to DaimlerChrysler Corporation (net proceeds of approximately $100,000) in February 2000.

In September 1999, we issued $125,000 aggregate principal amount of our 8 3/4% Convertible Subordinated Notes due 2009 in an underwritten public offering (net proceeds of approximately $119,000). In October 1999, we issued an additional $18,750 aggregate principal amount of our 8 3/4% Convertible Subordinated Notes due 2009 to the underwriters of this offering in connection with their over-allotment option (net proceeds of approximately $18,000). In May 1999, we received net proceeds of approximately $190,000 from the issuance of 200,000 units, each consisting of $1 aggregate principal amount of our 14 1/2% Senior Secured Notes due 2009 and three warrants, each to purchase 3.947 shares of our Common Stock (as of September 30, 2000). The warrants are exercisable through May 15, 2009 at an exercise price of $26.45 per share (as of September 30, 2000). We invested approximately $79,300 of these net proceeds in a portfolio of U.S. government securities, which we pledged as security for payment in full of interest on the 14 1/2% Senior Secured Notes due 2009 through May 15, 2002. In November 1997, we received net proceeds of $116,000 from the issuance of 12,910 units, each consisting of $20 aggregate principal amount at maturity of our 15% Senior Secured Discount Notes due 2007 and a warrant to purchase additional 15% Senior Secured Discount Notes due 2007 with an aggregate principal amount at maturity of $3. All of these warrants were exercised in 1997. The aggregate value at maturity of our 15% Senior Secured Discount Notes due 2007 is approximately $297,000. Our 15% Senior Secured Discount Notes due 2007 mature on December 1, 2007 and the first cash interest payment is due in June 2003. The indentures governing our 14 1/2% Senior Secured Notes due 2009 and our 15% Senior Secured Discount Notes due 2007 contain limitations on our ability to incur additional indebtedness and are secured by a pledge of the stock of Satellite CD Radio Inc., our subsidiary that holds our FCC license. As of September 30, 2000, we had acquired $62,914 of our 8 3/4% Convertible Subordinated Notes due 2009 in exchange for shares of our Common Stock.

In July 1998, we entered into a term loan agreement with a group of financial institutions pursuant to which these lenders provided us $115,000 of term loans. The proceeds of these loans were used to fund a portion of the progress payments required to be made by us under the Loral Satellite Contract for the purchase of launch services and to pay interest, fees and other expenses related to these loans. On February 29, 2000, we repaid these loans and cancelled the related credit agreement.

Loral has deferred a total of $50,000 of payments under the Loral Satellite Contract originally scheduled for payment in 1999. These deferred amounts bear interest at 10% per year and were originally due in quarterly installments beginning in June 2002, however, the agreement governing these deferred amounts provides that this date, and subsequent payment dates, will be extended by the number of days that the achievement of any milestone under the Loral Satellite Contract is delayed beyond the date set forth in the Loral Satellite Contract. On November 1, 2000, we announced that our fourth, ground spare, satellite is expected to be delivered to ground storage in August 2001. This satellite was originally expected to be delivered to ground storage in October 2000. As a result of Loral's delay in delivering this satellite, we do not expect to make any required payments with respect to these deferred amounts until April 2003, at the earliest. As collateral security for these deferred payments, we have granted Loral a security interest in our ground repeater network. If there is a satellite or launch failure, we will be required to pay Loral the deferred amount related to the affected satellite no later than 120 days after the date of the failure.

In June 2000, we entered into an agreement with Lehman Commercial Paper Inc. ("Lehman") and Lehman Brothers Inc. pursuant to which Lehman agreed to provide a term loan facility (the "Lehman Term Loan Facility") for us in the aggregate principal amount of $150,000. The loans under the Lehman Term Loan Facility will be made available to us upon the demonstration of our broadcast system and upon satisfaction of certain customary conditions, and the proceeds will be used for working capital, capital expenditures and general corporate purposes. In connection with the Lehman Term Loan Facility, we placed into escrow, for the benefit of Lehman, 1,050,000 warrants, each to purchase one share of our Common Stock. The first 525,000 of these warrants (the "First Tranche Warrants") have an exercise price of $44.46 per share and the remaining 525,000 warrants (the "Second Tranche Warrants") have an exercise price of $54.30 per share . We expect these warrants to be released from escrow and become exercisable by Lehman when the loans under the Lehman Term Loan Facility are made available to us. If we terminate the Lehman Term Loan Facility on or prior to November 30, 2000, the First Tranche Warrants and one third of the Second Tranche Warrants will be released from escrow and become exercisable by Lehman.

Shares of our 9.2% Series A Junior Cumulative Convertible Preferred Stock and 9.2% Series B Junior Cumulative Convertible Preferred Stock are convertible into shares of our Common Stock at a price of $30.00 per share. Shares of our 9.2% Series A Junior Cumulative Convertible Preferred Stock and 9.2% Series B Junior Cumulative Convertible Preferred Stock are callable by us beginning November 15, 2001 at a price of 100% if the current market price, as defined in the Certificate of Designation of the 9.2% Series A Junior Cumulative Convertible Preferred Stock and 9.2% Series B Junior Cumulative Convertible Preferred Stock, of our Common Stock exceeds $60.00 per share for a period of 20 consecutive trading days, will be callable in all events beginning November 15, 2003 at a price of 100% and must be redeemed by us on November 15, 2011. Dividends on our 9.2% Series A Junior Cumulative Convertible Preferred Stock and 9.2% Series B Junior Cumulative Convertible Preferred Stock are payable in kind or in cash annually, at our option. Holders of our 9.2% Series A Junior Cumulative Convertible Preferred Stock and 9.2% Series B Junior Cumulative Convertible Preferred Stock have the right to vote, on an as-converted basis, on matters in which the holders of our Common Stock have the right to vote.

Shares of our 9.2% Series D Junior Cumulative Convertible Preferred Stock are convertible into shares of our Common Stock at a price of $34.00 per share. Shares of our 9.2% Series D Junior Cumulative Convertible Preferred Stock are callable by us beginning December 23, 2002 at a price of 100% if the current market price, as defined in the Certificate of Designation of the 9.2% Series D Junior Cumulative Convertible Preferred Stock, of our Common Stock exceeds $68.00 per share for a period of 20 consecutive trading days, will be callable in all events beginning December 23, 2004 at a price of 100% and must be redeemed by us on November 15, 2011. Dividends on our 9.2% Series D Junior Cumulative Convertible Preferred Stock are payable in kind or in cash annually, at our option. Holders of our 9.2% Series D Junior Cumulative Convertible Preferred Stock have the right to vote, on an as-converted basis, on matters in which the holders of our Common Stock have the right to vote.

On March 3, 2000, we notified the holders of our 10 1/2% Series C Convertible Preferred Stock and the holders of all outstanding warrants to purchase shares of our 10 1/2% Series C Convertible Preferred Stock that on April 12, 2000 we would redeem these securities. As of April 12, 2000, all of the outstanding warrants to purchase shares of our 10 1/2% Series C Convertible Preferred Stock had been exercised and all of the outstanding shares of 10 1/2% Series C Convertible Preferred Stock (including those shares received upon the exercise of such warrants) had been converted into shares of our Common Stock.

PART II

OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At Sirius' annual meeting of stockholders held on September 22, 2000, the persons whose names are set forth below were elected as directors. The relevant voting information for each person is set forth opposite such person's name:

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	Votes Cast		
	For		Withheld
<S>	<C>	<C>	<C>
David Margolese	49,955,534		356,035
Robert D. Briskman	49,955,484		356,085
Lawrence F. Gilberti	49,784,326		527,243
Joseph V. Vittoria	49,974,091		337,478
Ralph V. Whitworth	49,784,224		527,345

In addition to the election of directors, the appointment of Arthur Andersen LLP as our independent auditors for the fiscal year ending December 31, 2000 was ratified by a vote of 49,896,056 shares in favor, 402,885 shares against and 12,628 shares abstaining.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

See Exhibit Index attached hereto.

(b) Reports on Form 8-K:

None.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIRIUS SATELLITE RADIO INC.

By: /s/ Edward Weber, Jr.

Edward Weber, Jr.
Vice President and Controller
(Principal Accounting Officer)

November 14, 2000

EXHIBIT INDEX

</TABLE>
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EXHIBIT	DESCRIPTION
<S>	<C>
3.1.1	Certificate of Amendment, dated June 16, 1997, to the Company's Certificate of Incorporation and the Company's Amended and Restated Certificate of Incorporation, dated January 31, 1994 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999).
3.1.2	Certificate of Ownership and Merger merging Sirius Satellite Radio Inc. into CD Radio Inc. dated November 18, 1999 (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-31362)).
3.2	Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (File No. 33-74782) (the "S-1 Registration Statement")).
3.3	Certificate of Designations of 5% Delayed Convertible Preferred Stock (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K/A for the year ended December 31, 1996 (the "1996 Form 10-K")).
3.4	Form of Certificate of Designations of Series B Preferred Stock (incorporated by reference to Exhibit A to Exhibit 1 to the Company's Registration Statement on Form 8-A filed on October 30, 1997 (the "Form 8-A")).
3.5.1	Form of Certificate of Designations, Preferences and Relative, Participating, Optional and Other Special Rights of 10 1/2% Series C Convertible Preferred Stock (the "Series C Certificate of Designations") (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-4 (File No. 333-34761)).
3.5.2	Certificate of Correction to Series C Certificate of Designations (incorporated by reference to Exhibit 3.5.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 1997 (the "1997 Form 10-K")).
3.5.3	Certificate of Increase of 10 1/2% Series C Convertible Preferred Stock (incorporated by reference to Exhibit 3.5.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998).
3.6	Certificate of Designations, Preferences and Relative, Participating, Optional and Other Special Rights of the Company's 9.2% Series A Junior Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 3.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999).
3.7	Certificate of Designations, Preferences and Relative, Participating, Optional and Other Special Rights of the Company's 9.2% Series B Junior Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 3.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999).

</TABLE>

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EXHIBIT	DESCRIPTION
<S>	<C>
3.8	Certificate of Designations, Preferences and Relative, Participating, Optional and Other Special Rights of the Company's 9.2% Series D Junior Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed on December 29, 1999).
4.1	Form of certificate for shares of Common Stock (incorporated by reference to Exhibit 4.3 to the S-1 Registration Statement).
4.2	Form of certificate for shares of 10 1/2% Series C Convertible Preferred Stock (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-4 (File No. 333-34761)).
4.3	Form of certificate for shares of 9.2% Series A Junior Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 4.10.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (the "1998 Form 10-K")).
4.4	Form of certificate for shares of 9.2% Series B Junior Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 4.10.2 to the 1998 Form 10-K).
4.5	Form of certificate for shares of 9.2% Series D Junior Cumulative Convertible Preferred Stock (incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999 (the "1999 Form 10-K")).
4.6.1	Rights Agreement, dated as of October 22, 1997 (the "Rights Agreement"), between the Company and Continental Stock Transfer & Trust Company, as rights agent (incorporated by reference to Exhibit 1 to the Form 8-A).
4.6.2	Form of Right Certificate (incorporated by reference to Exhibit B to Exhibit 1 to the Form 8-A).
4.6.3	Amendment to the Rights Agreement dated as of October 13, 1998 (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated October 13, 1998).
4.6.4	Amendment to the Rights Agreement dated as of November 13, 1998 (incorporated by reference to Exhibit 99.7 to the Company's Current Report on Form 8-K dated November 17, 1998).
4.6.5	Amended and Restated Amendment to the Rights Agreement dated as of December 22, 1998 (incorporated by reference to Exhibit 6 to the Amendment No. 1 to the Form 8-A filed on January 6, 1999).
4.6.6	Amendment to the Rights Agreement dated as of June 11, 1999 (incorporated by reference to Exhibit 4.1.8 to the Company's Registration Statement on Form S-4 (File No. 333-82303) filed on July 2, 1999 (the "1999 Units Registration Statement")).

</TABLE>

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EXHIBIT	DESCRIPTION
<S>	<C>
4.6.7	Amendment to the Rights Agreement dated as of September 29, 1999 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 13, 1999).

4.6.8	Amendment to the Rights Agreement dated as of December 23, 1999 (incorporated by reference to Exhibit 99.4 to the Company's Current Report on Form 8-K filed on December 29, 1999).
4.6.9	Amendment to the Rights Agreement dated as of January 28, 2000 (incorporated by reference to Exhibit 4.6.9 to the 1999 Form 10-K).
4.6.10	Amendment to the Rights Agreement dated as of August 7, 2000 (filed herewith).
4.7	Indenture, dated as of November 26, 1997, between the Company and IBJ Schroder Bank & Trust Company, as trustee, relating to the Company's 15% Senior Secured Discount Note due 2007 (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-34769) (the "1997 Units Registration Statement")).
4.8	Form of 15% Senior Secured Discount Note due 2007 (incorporated by reference to Exhibit 4.2 to the 1997 Units Registration Statement).
4.9	Warrant Agreement, dated as of November 26, 1997, between the Company and IBJ Schroder Bank & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.3 to the 1997 Units Registration Statement).
4.10	Form of Warrant (incorporated by reference to Exhibit 4.4 to the 1997 Units Registration Statement).
4.11	Form of Preferred Stock Warrant Agreement, dated as of April 9, 1997, between the Company and each warrantholder thereof (incorporated by reference to Exhibit 4.12 to the 1997 Form 10-K).
4.12	Form of Common Stock Purchase Warrant granted by the Company to Everest Capital Master Fund, L.P. and to The Ravich Revocable Trust of 1989 (incorporated by reference to Exhibit 4.11 to the 1997 Form 10-K).
4.13	Indenture, dated as of May 15, 1999, between the Company and United States Trust Company of New York, as trustee, relating to the Company's 14 1/2% Senior Secured Notes due 2009 (incorporated by reference to Exhibit 4.4.2 to the 1999 Units Registration Statement).
4.14	Form of 14 1/2% Senior Secured Note due 2009 (incorporated by reference to Exhibit 4.4.2 to the 1999 Units Registration Statement).
4.15	Indenture, dated as of September 29, 1999, between the Company and United States Trust Company of Texas, N.A., relating to the Company's 8 3/4% Convertible Subordinated Notes due 2009 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on October 13, 1999).

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EXHIBIT	DESCRIPTION
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4.16	First Supplemental Indenture, dated as of September 29, 1999, between the Company and United States Trust Company of Texas, N.A., relating to the Company's 8 3/4% Convertible Subordinated Notes due 2009 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 1, 1999).
4.17	Form of 83/4% Convertible Subordinated Note due 2009 (incorporated by reference to Article VII of Exhibit 4.01 to the Company's Current Report on Form 8-K filed on October 11, 1999).
4.18	Warrant Agreement, dated as of May 15, 1999, between the Company and United States Trust Company of New York, as warrant agent (incorporated by reference to Exhibit 4.4.4 to the 1999 Units Registration Statement).
4.19	Amended and Restated Pledge Agreement, dated as of May 15, 1999, among the Company, as pledgor, IBJ Whitehall Bank & Trust Company, as trustee, United States Trust Company of New York, as trustee, and IBJ Whitehall Bank & Trust Company, as collateral agent (incorporated by reference to Exhibit 4.4.5 to the 1999 Units Registration Statement).
4.20	Collateral Pledge and Security Agreement, dated as of May 15, 1999, between the Company, as pledgor, and United States Trust Company of New

York, as trustee (incorporated by reference to Exhibit 4.4.6 to the 1999 Units Registration Statement).

4.21 Intercreditor Agreement, dated May 15, 1999, by and between IBJ Whitehall Bank & Trust Company, as trustee, and United States Trust Company of New York, as trustee (incorporated by reference to Exhibit 4.4.7 to the 1999 Units Registration Statement).

4.22 Term Loan Agreement, dated as of June 1, 2000, among the Company, Lehman Brothers Inc., as arranger, Lehman Commercial Paper Inc., as syndication and administrative agent (incorporated by reference to Exhibit 4.22 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000).

4.23 Warrant Agreement, dated as of June 1, 2000, between the Company and United States Trust Company of New York, as warrant agent and escrow agent (incorporated by reference to Exhibit 4.23 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000).

4.24 Common Stock Purchase Warrant granted by the Company to Ford Motor Company, dated June 11, 1999 (incorporated by reference to Exhibit 4.4.2 to the 1999 Units Registration Statement).

4.25 Common Stock Purchase Warrant granted by the Company to DaimlerChrysler Corporation, dated January 28, 2000 (incorporated by reference to Exhibit 4.23 to the 1999 Form 10-K)

9.1 Voting Trust Agreement, dated as of August 26, 1997, by and among Darlene Friedland, as Grantor, David Margolese, as Trustee, and the Company

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EXHIBIT DESCRIPTION
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(incorporated by reference to Exhibit (c) to the Company's Issuer Tender Offer Statement on Form 13E-4 filed on October 16, 1997).

10.1.1 Lease Agreement, dated as of March 31, 1998, between Rock-McGraw, Inc. and the Company (incorporated by reference to Exhibit 10.1.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998).

10.1.2 Supplemental Indenture, dated as of March 22, 2000, between Rock-McGraw, Inc. and the Company (incorporated by reference to Exhibit 10.1.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).

'D'10.2 Amended and Restated Contract, dated as of June 30, 1998, between the Company and Space Systems/Loral, Inc. (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q/A for the quarter ended June 30, 1998).

*10.3 Employment Agreement, dated as of January 1, 1999, between the Company and David Margolese (incorporated by reference to Exhibit 10.6 to the 1998 Form 10-K).

*10.4 Employment Agreement, dated as of December 31, 1999, between the Company and Robert D. Briskman (incorporated by reference to Exhibit 10.4 to the 1999 Form 10-K).

*10.5 Employment Agreement, dated as of March 28, 2000, between the Company and Joseph S. Capobianco (incorporated by reference to Exhibit 10.5 to the 1999 Form 10-K).

*10.6 Employment Agreement, dated as of March 28, 2000, between the Company and Patrick L. Donnelly (incorporated by reference to Exhibit 10.6 to the 1999 Form 10-K).

*10.7 Employment Agreement, dated as of April 17, 2000, between the Company and Dr. Mircho Davidov (incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).

10.8 Registration Agreement, dated January 2, 1994, between the Company and

M.A. Rothblatt and B.A. Rothblatt (incorporated by reference to Exhibit 10.20 to the S-1 Registration Statement).

*10.9 1994 Stock Option Plan (incorporated by reference to Exhibit 10.21 to the S-1 Registration Statement).

*10.10 Amended and Restated 1994 Directors' Nonqualified Stock Option Plan (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995).

*10.11 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)).

*10.12 Sirius Satellite Radio 1999 Long-Term Stock Incentive Plan (incorporated by
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EXHIBIT DESCRIPTION
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reference to Exhibit 4.4 of the Company's Registration Statement on Form S-8 (File No. 333-31362)).

10.13 Form of Option Agreement, dated as of December 29, 1997, between the Company and each Optionee (incorporated by reference to Exhibit 10.16.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998).

10.14 Letter, dated May 29, 1998, terminating Launch Services Agreement dated July 22, 1997 between the Company and Arianespace S.A.; Arianespace Customer Loan Agreements dated July 22, 1997 for Launches #1 and #2 between the Company and Arianespace Finance S.A.; and the Multiparty Agreements dated July 22, 1997 for Launches #1 and #2 among the Company, Arianespace S.A. and Arianespace Finance S.A. (incorporated by reference to Exhibit 10.21 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998).

10.15 Summary Term Sheet/Commitment, dated June 15, 1997, among the Company and Everest Capital International Ltd., Everest Capital Fund, L.P. and The Ravich Revocable Trust of 1989 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on July 8, 1997).

10.16.1 Engagement Letter Agreement, dated June 14, 1997, between the Company and Libra Investments, Inc. (incorporated by reference to Exhibit 10.26.1 to the 1997 Form 10-K).

10.16.2 Engagement Letter Agreement, dated August 6, 1997, between the Company and Libra Investments, Inc. (incorporated by reference to Exhibit 10.26.2 to the 1997 Form 10-K).

10.17 Radio License Agreement, dated January 21, 1998, between the Company and Bloomberg Communications Inc. (incorporated by reference to Exhibit 10.28 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998).

'd'10.18 Amended and Restated Agreement, dated as of February 1, 1999, between Lucent Technologies Inc. and the Company (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 4, 1999).

10.19 Stock Purchase Agreement, dated as of October 8, 1998, between the Company and Prime 66 Partners, L.P. (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated October 8, 1998).

10.20.1 Stock Purchase Agreement, dated as of November 13, 1998 (the "Apollo Stock Purchase Agreement"), by and among the Company, Apollo Investment Fund IV, L.P. and Apollo Overseas Partners IV, L.P. (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated November 17, 1998).

10.20.2 Amendment No. 1, dated as of December 23, 1998, to the Apollo Stock

	Purchase Agreement (incorporated by reference to Exhibit 10.28.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999).
10.20.3	Second Amendment, dated as of December 23, 1999, to the Apollo Stock Purchase Agreement (incorporated by reference to Exhibit 99.3 to the Company's

</TABLE>

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EXHIBIT	DESCRIPTION
<S>	<C>
	Current Report on Form 8-K filed on December 29, 1999).
10.21	Stock Purchase Agreement, dated as of December 23, 1999 (the "Blackstone Stock Purchase Agreement"), by and between the Company and Blackstone Capital Partners III Merchant Banking Fund L.P. (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on December 29, 1999).
10.22	Stock Purchase Agreement, dated as of January 28, 2000, among the Company, Mercedes-Benz USA, Inc., Freightliner Corporation and DaimlerChrysler Corporation (incorporated by reference to Exhibit 10.24 to the 1999 Form 10-K).
10.23	Tag-Along Agreement, dated as of November 13, 1998, by and among Apollo Investment Fund IV, L.P., Apollo Overseas Partners IV, L.P., the Company and David Margolese (incorporated by reference to Exhibit 99.6 to the Company's Current Report on Form 8-K dated November 17, 1998).
+10.24	Agreement, dated as of June 11, 1999, between the Company and Ford Motor Company (incorporated by reference to Exhibit 10.33 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999).
+10.25	Joint Development Agreement, dated as of February 16, 2000, between the Company and XM Satellite Radio Inc. (incorporated by reference to Exhibit 10.28 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).
27.1	Financial Data Schedule (filed herewith).

</TABLE>

* This document has been identified as a management contract or compensatory plan or arrangement.

+ Portions of these exhibits have been omitted pursuant to Applications for Confidential treatment filed by the Company with the Securities and Exchange Commission.

STATEMENT OF DIFFERENCES

The dagger symbol shall be expressed as....................................'D'

Exhibit 4.6.10

AMENDMENT TO RIGHTS AGREEMENT

AMENDMENT, dated as of August 7, 2000 (this "Amendment"), by and between SIRIUS SATELLITE RADIO INC. (f/k/a CD Radio Inc.), a Delaware corporation (the "Company"), THE BANK OF NEW YORK, a New York corporation (the "New Rights Agent"), and CONTINENTAL STOCK TRANSFER & TRUST COMPANY (the "Former Rights Agent").

RECITALS

WHEREAS, the Company and the Former Rights Agent are parties to a Rights Agreement, dated as of October 22, 1997 (as heretofore amended, the "Rights Agreement");

WHEREAS, the Company and the New Rights Agent desire to amend the Rights Agreement to, among other things, appoint the New Rights Agent as Rights Agent under the Rights Agreement;

WHEREAS, the Former Rights Agent desires to resign as Rights Agent under the Rights Agreement; and

WHEREAS, the parties to this Amendment desire to enter into this Amendment.

NOW, THEREFORE, in consideration of the mutual agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Defined Terms. Capitalized terms used in this Amendment which are not otherwise defined shall have their respective definitions in the Rights Agreement.

2. The Rights Agent. The Former Rights Agent hereby confirms that it resigns as Rights Agent under the Rights Agreement and the Company hereby accepts such registration. The Company hereby appoints the New Rights Agent to act as the Rights Agent under the Rights Agreement and the New Rights Agent hereby accepts such appointment and agrees to act as Rights Agent under the Rights Agreement. Each of the references in the Rights Agreement to "Rights Agent" shall be deemed to refer to the New Rights Agent. Each of references in the Rights Agreement (including the exhibits in the Rights Agreement) to "CONTINENTAL STOCK TRANSFER & TRUST COMPANY" is hereby deleted and replaced with "THE BANK OF NEW YORK."

3. Section 20 of the Rights Agreement. Section 20 of the Rights Agreement is hereby amended in its entirety to read as follows:

Section 20. Duties of Rights Agent. The Rights Agent undertakes the duties and obligations imposed by this Agreement upon the following terms and conditions, by all of which the Company and the holders of Right Certificates, by their acceptance thereof, shall be bound:

(a) The Rights Agent may consult with legal counsel (who may be legal counsel for the Company), and the opinion of such counsel shall be full and complete authorization and protection to the Rights Agent as to any action taken or omitted by it in good faith and in accordance with such opinion.

(b) Whenever in the performance of its duties under this Agreement the Rights Agent shall deem it necessary or desirable that any fact or matter be proved or established by the Company prior to taking or suffering any action hereunder, such fact or matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by a certificate signed by any one of the Chairman of the Board, the Chief Executive

Officer, the President, any Vice President, the Treasurer or the Secretary of the Company and delivered to the Rights Agent; and such certificate shall be full authorization to the Rights Agent for any action taken or suffered in good faith by it under the provisions of this Agreement in reliance upon such certificate.

(c) The Rights Agent shall be liable hereunder to the Company and any other Person only for its own gross negligence, bad faith or willful misconduct.

(d) The Rights Agent shall not be liable for or by reason of any of the statements of fact or recitals contained in this Agreement or in the Right Certificates (except its countersignature thereof) or be required to verify the same, but all such statements and recitals are and shall be deemed to have been made by the Company only.

(e) The Rights Agent shall not be under any responsibility in respect of the validity of this Agreement or the execution and delivery hereof (except the due execution hereof by the Rights Agent) or in respect of the validity or execution of any Right Certificate (except its countersignature thereof); nor shall it be responsible for any breach by the Company of any covenant or condition contained in this Agreement or in any Right Certificate; nor shall it be responsible for any adjustment required under the provisions of Section 11 or Section 13 hereof or responsible for the manner, method or amount of any such adjustment or the ascertaining of the existence of facts that would require any such adjustment (except with respect to the exercise of Rights evidenced by Right Certificates after actual notice of any such adjustment); nor shall it by any act hereunder be deemed to make any representation or warranty as to the authorization or reservation of any Series B Shares to be issued pursuant to this Agreement or any Right Certificate or as to whether any Series B Shares will, when issued, be validly authorized and issued, fully paid and nonassessable.

(f) The Company agrees that it will perform, execute, acknowledge and deliver or cause to be performed, executed, acknowledged and delivered all such further and other acts, instruments and assurances as may reasonably be required by the Rights Agent for the carrying out or performing by the Rights Agent of the provisions of this Agreement.

(g) The Rights Agent is hereby authorized and directed to accept instructions with respect to the performance of its duties hereunder from any one of the Chairman of the Board, the Chief Executive Officer, the President, any Vice President, the Secretary or the Treasurer of the Company, and to apply to such officers for advice or instructions in connection with its duties, and it shall not be liable for any action taken or suffered to be taken by it in good faith in accordance with instructions of any such officer.

(h) The Rights Agent and any shareholder, director, officer or employee of the Rights Agent may buy, sell or deal in any of the Rights or other securities of the Company or become pecuniarily interested in any transaction in which

the Company may be interested, or contract with or lend money to the Company or otherwise act as fully and freely as though it were not Rights Agent under this Agreement. Nothing herein shall preclude the Rights Agent from acting in any other capacity for the Company or for any other legal entity.

(i) The Rights Agent may execute and exercise any of the rights or powers hereby vested in it or perform any duty hereunder either itself or by or through its attorneys or agents, and the Rights Agent shall not be answerable or accountable for any act, default, neglect or misconduct of any such attorneys or agents or for any loss to the Company resulting from any such act, default, neglect or misconduct, provided reasonable care was exercised in the selection and continued employment thereof.

(j) No provision of this Agreement shall require the Rights Agent to expend or risk its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder or in the exercise of its rights if there shall be reasonable grounds for believing that repayment of such funds or adequate indemnification against such risk or liability is not reasonably assured to it.

(k) If, with respect to any Right Certificate surrendered to the Rights Agent for exercise or transfer, the certificate attached to the form of assignment or form of election to purchase, as the case may be, has either not been completed or indicates an affirmative response to clause 1 and/or 2 on such certificate attached to the form of assignment or form of election to purchase, the Rights Agent shall not take any further action with respect to such requested exercise or transfer without first consulting with the Company.

4. Section 26 of the Rights Agreement. Section 26 of the Rights

Agreement is hereby amended in its entirety to read as follows:

Section 26. Notices. Notices or demands authorized by this Agreement to be given or made by the Rights Agent or by the holder of any Right Certificate to or on the Company shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed (until another address is filed in writing with the Rights Agent) as follows:

SIRIUS SATELLITE RADIO INC.
1221 Avenue of the Americas, 37th Floor
New York, NY 10020
Attn: Chief Executive Officer

Subject to the provisions of Section 21 hereof, any notice or demand authorized by this Agreement to be given or made by the Company or by the holder of any Right Certificate to or on the Rights Agent shall be sufficiently given or made if sent by

first-class mail, postage prepaid, addressed (until another address is filed in writing with the Company) as follows:

THE BANK OF NEW YORK
101 Barclay Street - 12W
New York, NY 10286
Attn: [ ]

Notices or demands authorized by this Agreement to be given or made by the Company or the Rights Agent to the holder of any Right Certificate shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed to such holder at the address of such holder as shown on the registry books of the Rights Agent.

5. Governing Law. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state.

6. Counterparts. This Amendment may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

7. Severability. If any provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

8. Descriptive Headings. Descriptive headings of the several sections of this Amendment are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions hereof. [Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

SIRUS SATELLITE RADIO INC.

By: /s/ Patrick L. Donnelly

Name: Patrick L. Donnelly
Title: Senior Vice President, General Counsel and Secretary

THE BANK OF NEW YORK

By: /s/ Alexander Pabon

Name: Alexander Pabon
Title: Assistant Treasurer

CONTINENTAL STOCK TRANSFER &
TRUST COMPANY

By: /s/ William F. Seegraber

Name: William F. Seegraber
Title: Vice President

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