

As filed with the Securities and Exchange Commission on January 31, 2003.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities
Exchange Act of 1934

SIRIUS SATELLITE RADIO INC.
(Name of Subject Company (issuer))

SIRIUS SATELLITE RADIO INC.
(Name of Filing Person (offeror))

8 3/4% Convertible Subordinated Notes due 2009
(Title of Class of Securities)

125127 AJ 9
(CUSIP Number of Class of Securities)

PATRICK L. DONNELLY
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
SIRIUS SATELLITE RADIO INC.
1221 AVENUE OF THE AMERICAS, 36TH FLOOR
New York, New York 10020
(212) 584-5100

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

Copy to:
GARY L. SELLERS, ESQ.
SIMPSON THACHER & BARTLETT
425 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
(212) 455-2000

CALCULATION OF FILING FEE

TRANSACTION VALUATION	AMOUNT OF FILING FEE
\$5,487,000 (a)	\$504.80

(a) Calculated as the value of one-third of the principal amount of the
Company's 8 3/4% Convertible Subordinated Notes due 2009.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2)
and identify the filing with which the offsetting fee was previously paid.
Identify the previous filing by registration statement number, or the form
or schedule and the date of its filing.

<TABLE>			
<S>	<C>	<C>	<C>
Amount Previously Paid:	\$21,371.32	Filing Party:	Sirius Satellite Radio Inc.
Form or Registration No.:	Form S-4 (333-101317)	Date Filed:	November 20, 2002
</TABLE>			

[] Check box if the filing relates solely to preliminary communications made
before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement
relates:

<TABLE>	<C>
<S>	<C>
[] third party tender offer subject to Rule 14d-1	[] going-private transaction subject to Rule 13e-3
[X] issuer tender offer subject to Rule 13e-4	[] amendment to Schedule 13D under Rule 13d-2
</TABLE>	

Check the following box if the filing is a final amendment reporting the results of the tender offer. []

=====
This Issuer Tender Offer Statement on Schedule TO relates to an offer by Sirius Satellite Radio Inc., a Delaware corporation (the "Company"), to exchange all of the Company's outstanding 8 3/4% Convertible Subordinated Notes due 2009 for the Company's Common Stock, par value \$0.001 per share, upon the terms and subject to the conditions contained in the Prospectus and Solicitation Statement dated January 30, 2003 and the related Letter of Transmittal and Consent, which are filed as exhibits to this Schedule TO.

This Issuer Tender Offer Statement on Schedule TO is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended.

Items 1 - 11.

The information in the Prospectus and Solicitation Statement and the related Letter of Transmittal is incorporated herein by reference in answer to Items 1 through 11 of this Issuer Tender Offer Statement on Schedule TO.

Item 12. Exhibits.

<TABLE> <CAPTION> Exhibit No. ----- <S>	Description ----- <C>
(a) (1) (i)	Prospectus and Solicitation Statement, dated January 30, 2003 (incorporated by reference to the Company's Registration Statement on Form S-4 (File No. 333-101317) (the "Registration Statement")).
(a) (1) (ii)	Form of Letter of Transmittal and Consent (incorporated by reference to Exhibit 99.1 to the Registration Statement).
(a) (1) (iii)	Form of Notice of Guaranteed Delivery (incorporated by reference to Exhibit 99.2 to the Registration Statement).
(a) (1) (iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a) (1) (v)	Form of Letter to Clients.
(a) (1) (vi)	Form of Master Ballot (incorporated by reference to Exhibit 99.4 to the Registration Statement).
(a) (1) (vii)	Form of Ballot (incorporated by reference to Exhibit 99.3 to the Registration Statement).
(a) (2)	None.
(a) (3)	None.
(a) (4)	Filed herewith as Exhibit (a) (1) (i).
(a) (5)	Press release issued on January 30, 2003.
(b)	None.
(d)	Lockup Agreement, dated October 17, 2002 (incorporated by reference to Exhibit A to the Registration Statement).
(g)	None.

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<TABLE> <S>	<C>
(h)	Tax Opinion of Simpson Thacher & Bartlett (incorporated by reference to Exhibit 8.1 to the Registration Statement).

Item 13. Information required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SIRIUS SATELLITE RADIO INC.

By: /s/ Patrick L. Donnelly

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

Dated: January 31, 2003

STATEMENT OF DIFFERENCES

The registered trademark symbol shall be expressed as..... 'r'

SIRIUS SATELLITE RADIO INC.

Offers to Exchange for Common Stock
All of its Outstanding
Lehman Senior Term Loans,
Loral Senior Term Loans,
15% Senior Secured Discount Notes due 2007,
14 1/2% Senior Secured Notes due 2009 and
8 3/4% Convertible Subordinated Notes due 2009
and

Solicits Consents to Proposed Amendments and Waivers

THE EXCHANGE OFFER AND CONSENT SOLICITATION WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON MARCH 4, 2003, UNLESS EXTENDED BY THE COMPANY IN ITS SOLE DISCRETION (SUCH PERIOD, AS IT MAY BE EXTENDED, THE 'TENDER EXPIRATION DATE'). IF YOU DESIRE TO TENDER YOUR NOTES IN THE EXCHANGE OFFER, YOU MUST CONSENT TO THE PROPOSED AMENDMENTS AND WAIVERS. YOU MAY NOT DELIVER CONSENTS WITHOUT TENDERING THE RELATED NOTES AND YOU MAY NOT REVOKE CONSENTS WITHOUT WITHDRAWING THE NOTES TENDERED PURSUANT TO THE EXCHANGE OFFER. TENDERS MAY BE WITHDRAWN AT ANY TIME PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON THE TENDER EXPIRATION DATE.

January 30, 2003

To Brokers, Dealers, Commercial Banks,
Trust Companies and other Nominees:

Enclosed for your consideration is the Prospectus and Solicitation Statement, dated January 30, 2003 (the 'Prospectus'), of Sirius Satellite Radio Inc. (the 'Company') and the Letter of Transmittal and Consent (the 'Letter of Transmittal'), which together constitute (i) the Company's offer (the 'Exchange Offer') to exchange an aggregate of 596,669,765 shares of its common stock, par value \$0.001 per share, for \$150,000,000 aggregate principal amount of senior term loans under its term loan agreement with Lehman Commercial Paper Inc., \$50,000,000 aggregate principal amount of senior term loans under its deferral credit agreement with Space Systems/Loral, Inc., \$280,430,000 aggregate principal amount at maturity of its 15% Senior Secured Discount Notes due 2007, \$200,000,000 aggregate principal amount of its 14 1/2% Senior Secured Notes due 2009 and \$16,461,000 aggregate principal amount of its 8 3/4% Convertible Subordinated Notes due 2009 (collectively, the 'Debt Securities') and (ii) the Company's solicitation of consents (the 'Consent Solicitation') of each holder of its 15% Senior Secured Discount Notes due 2007, 14 1/2% Senior Secured Notes due 2009 and 8 3/4% Convertible Subordinated Notes due 2009 (collectively, the 'Notes') to (a) the adoption of certain amendments (the 'Amendments') to the indentures under which the Notes were issued (the 'Indentures') described in the Prospectus, and (b) the waiver (the 'Waivers') of (1) any failure by the Company to comply with any term, covenant, provision or condition of the Indentures and (2) any default or event of default under the Indentures now in existence, or which occurs as a result of the completion of the Exchange Offer and the other transactions contemplated thereby.

For your information and for forwarding to your clients for whom you hold the Debt Securities registered in your name or in the name of your nominee, we are enclosing the following documents:

1. The Prospectus dated January 30, 2003;

2. A Letter of Transmittal and Consent for your use and for the information of your clients, together with Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 providing information relating to backup U.S. federal income tax withholding;

3. A printed form of letter, including instructions, which may be sent to your clients for whose accounts you hold Debt Securities registered in your name or in the name of your nominee, with space provided for obtaining such clients' instructions with regard to the Exchange Offer and Consent Solicitation.

DTC participants will be able to execute tenders and deliver consents through the DTC Automated Tender Offer Program.

WE URGE YOU TO CONTACT YOUR CLIENTS AS PROMPTLY AS POSSIBLE TO OBTAIN THEIR INSTRUCTIONS.

Any inquiries you may have with respect to the Exchange Offer or Consent Solicitation should be addressed to MacKenzie Partners, Inc., the information agent for the Exchange Offer and Consent Solicitation, or The Bank Of New York,

the exchange agent for the Exchange Offer, at their respective addresses and telephone numbers set forth on the back cover of the enclosed Prospectus. Additional copies of the enclosed materials may be obtained from the information agent.

Very truly yours,

SIRIUS SATELLITE RADIO INC.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU THE AGENT OF THE COMPANY, THE EXCHANGE AGENT, THE INFORMATION AGENT OR THE DEPOSITARY, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM IN CONNECTION WITH THE EXCHANGE OFFER AND CONSENT SOLICITATION OTHER THAN THE DOCUMENTS ENCLOSED HERewith AND THE STATEMENTS CONTAINED THEREIN.

SIRIUS SATELLITE RADIO INC.
Offers to Exchange for Common Stock
All of its Outstanding
Lehman Senior Term Loans,
Loral Senior Term Loans,
15% Senior Secured Discount Notes due 2007,
14 1/2% Senior Secured Notes due 2009 and
8 3/4% Convertible Subordinated Notes due 2009
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Solicits Consents to Proposed Amendments and Waivers

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January 30, 2003

To Our Clients:

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This material is being forwarded to you as the beneficial owner of Debt Securities held by us for your account but not registered in your name. The accompanying Letter of Transmittal is furnished to you for informational purposes only and may not be used by you to tender Debt Securities held by us for your account. A tender of such Debt Securities (and delivery of a related consent) may be made only by us as the holder, and only pursuant to your instructions.

Accordingly, we request instructions as to whether you wish us to tender and deliver a consent with respect to the Debt Securities held by us for your account. We urge you to read

carefully the Prospectus and the Letter of Transmittal before instructing us to tender your Debt Securities and to deliver the related consents with respect to the Notes.

If you wish to have us tender your Debt Securities (and deliver a corresponding consent) pursuant to the offer, please so instruct us by completing, executing and returning to us the instruction form that appears on the next page.

Your instructions to us should be forwarded as promptly as possible in order to permit us to tender your Debt Securities and deliver the related consents on your behalf in accordance with the provisions of the Exchange Offer and Consent Solicitation.

Your attention is directed to the following:

SIRIUS LAUNCHES EXCHANGE OFFER FOR OUTSTANDING DEBT

Offer set to expire at 5:00 p.m., New York City time,
on Tuesday, March 4, 2003

79% of Debt Holders Already Committed

NEW YORK, NY-- January 30, 2003-- SIRIUS (NASDAQ: SIRI), the premier satellite radio broadcaster and only service delivering uncompromised coast-to-coast music and entertainment for your car and home, announced today that it will launch an offer on Friday, January 31, 2003, to exchange shares of its common stock for all of its outstanding debt. Holders of approximately 79% in principal amount of SIRIUS' debt securities have already agreed to tender in the offer.

Debt holders will receive 779.5 shares of common stock for each \$1,000 of obligation (principal and accrued interest) exchanged. Completion of the exchange offer is conditioned upon, among other things, receipt of valid tenders from not less than 97% in aggregate principal amount of SIRIUS' outstanding debt. This minimum condition may be reduced with the consent of holders of SIRIUS' debt securities.

Tendering holders will also consent to the adoption of certain amendments to the indentures under which SIRIUS' outstanding notes were issued to eliminate substantially all of the restrictive covenants.

"We are excited to be launching our exchange offer, and are pleased that 79% of our debt holders are already committed to our recapitalization," said Joseph P. Clayton, President and CEO of SIRIUS. "Once we complete this important transaction, we will have the strongest balance sheet in this new and exciting industry to take us forward."

The exchange offer and consent solicitation will expire at 5:00 p.m., New York City time, on Tuesday, March 4, 2003, unless extended. The exchange offer and consent solicitation are elements of the company's previously announced recapitalization. As part of this recapitalization, SIRIUS will exchange shares of its common stock (and warrants to purchase common stock) for all of its outstanding preferred stock, and sell shares of common stock for \$200 million in cash to affiliates of OppenheimerFunds, Inc., Apollo Management, L.P. and The Blackstone Group L.P.

Concurrent with the exchange offer, the company is also soliciting votes to accept or reject a prepackaged plan of reorganization, which will attempt to accomplish the recapitalization on substantially the same terms as the out-of-court recapitalization. SIRIUS only expects to file this prepackaged plan if the minimum tender condition to its exchange offer is not satisfied or waived.

Separately, SIRIUS announced that it has scheduled a Special Meeting of Stockholders for 9:00 a.m., New York City time, on March 4, 2003 to approve the recapitalization transactions. The Proxy Statement relating to this Special Meeting of Stockholders is being mailed to stockholders commencing Friday, January 31, 2003.

The terms and conditions of the exchange offer, and other important information, are contained in the company's Prospectus and Solicitation Statement dated January 30, 2003. The dealer manager for the tender offer is UBS Warburg LLC. Holders of debt securities may request additional copies of the Prospectus, the related Letter of Transmittal and ballots by contacting MacKenzie Partners, Inc., the information agent, at (212) 929-5500. Holders may also get copies of the Prospectus at the SEC's internet web site, www.sec.gov.

About SIRIUS

SIRIUS is the only satellite radio service bringing listeners 100 streams of the best music and entertainment coast-to-coast. SIRIUS offers 60 music streams with no commercials, along with 40 world-class sports, news and entertainment streams for a monthly subscription fee of \$12.95. Stream Designers create and deliver uncompromised music in virtually every genre to our listeners 24 hours a day. Satellite radio products bringing SIRIUS to listeners in the car, truck, home, RV and boat are manufactured by Kenwood, Panasonic, Clarion, Audiovox and Jensen, and are available at major retailers including Circuit City, Best Buy, Car Toys, Good Guys, Tweeter, Ultimate Electronics, Sears and Crutchfield. SIRIUS is the premier OEM satellite radio provider, with exclusive partnerships with DaimlerChrysler, Ford and BMW. Automotive brands currently offering SIRIUS radios in select new car models include BMW, Chrysler, Dodge, Jeep'r', and

Nissan. Automotive brands that have announced plans to start offering SIRIUS in select models include Ford, Lincoln, Mercury, Mercedes-Benz, Jaguar, Volvo, Mazda, Infiniti, MINI, Audi, Volkswagen, Land Rover and Aston Martin.

Click on WWW.SIRIUS.COM to listen to SIRIUS live, or to find a SIRIUS retailer or car dealer in your area.

Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events or performance with respect to SIRIUS Satellite Radio Inc. are not historical facts and may be forward-looking and, accordingly, such statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, any such statements are qualified in their entirety by reference to the factors discussed in our Registration Statement on Form S-4 (File No. 333-101317), and amendments thereto, filed with the Securities and Exchange Commission. Among the key factors that have a direct bearing on our results of operations are: our need for substantial additional financing in the first half of this year; our dependence upon third parties to manufacture, distribute, market and sell SIRIUS radios and components for those radios; the unproven market for our service; our competitive position and any events which affect the useful life of our satellites.