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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 14, 2004

SIRIUS SATELLITE RADIO INC.  
(Exact Name of Registrant as Specified in Charter)

<TABLE>		
<S>	<C>	<C>
Delaware	0-24710	52-1700207
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
1221 Avenue of the Americas, 36th Fl., New York, NY		10020
(Address of Principal Executive Offices)		(Zip Code)
</TABLE>		

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

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Item 5. Other Events.

Our board of directors has extended the expiration date of the rights issued under the Rights Agreement between The Bank of New York and ourselves from January 15, 2004 to July 1, 2004. A copy of the Amendment to the Rights Agreement, dated as of January 14, 2004, between The Bank of New York and ourselves is attached hereto as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

The Exhibit Index attached hereto is incorporated herein.

-2-

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.

By: /s/ Patrick L. Donnelly

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

Dated: January 15, 2004

-3-

EXHIBIT INDEX

<TABLE>  
<CAPTION>

Exhibit -----	Description of Exhibit -----
<S>	<C>
99.1	Amendment, dated as of January 14, 2004, to Rights Agreement between Sirius Satellite Radio Inc. and The Bank of New York.

</TABLE>

-4-

AMENDMENT TO RIGHTS AGREEMENT

AMENDMENT, dated as of January 14, 2004 (this "Amendment"), by and between SIRIUS SATELLITE RADIO INC. (formerly known as CD Radio Inc.), a Delaware corporation (the "Company"), and THE BANK OF NEW YORK, a New York corporation (the "Rights Agent"). Capitalized terms used and not defined herein shall have the meanings assigned to them in the Rights Agreement.

RECITALS

WHEREAS, the Company and the 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 Rights Agent desire to amend the Rights Agreement to extend the Final Expiration Date of the exercise of the Rights from January 15, 2004 to July 1, 2004;

WHEREAS, the Board of Directors of the Company deems it desirable and in the best interests of the Company and its stockholders to amend the Rights Agreement to extend the Final Expiration Date to July 1, 2004;

Accordingly, the parties agree as follows:

1. Amendment of Section 7(a) of the Rights Agreement. Section 7(a) of the Rights Agreement is hereby amended by deleting the date "January 15, 2004" in the ninth line thereof and replacing it with "July 1, 2004".

2. Miscellaneous. 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. 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. 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 effected, impaired or invalidated.

(Signature page follows)

EXECUTED as of the date set forth above.

SIRIUS SATELLITE RADIO INC.

By: /s/ Patrick L. Donnelly  
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Patrick L. Donnelly  
Executive Vice President, General  
Counsel and Secretary

THE BANK OF NEW YORK

By: /s/ Edward Timmons  
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Edward Timmons