

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) April 9, 1997

CD RADIO INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-24710

(Commission File Number)

52-1700207

(IRS Employer Identification No.)

Sixth Floor, 1001 22nd Street, N.W.
Washington, D.C.

(Address of Principal Executive Offices)

20037

(Zip Code)

Registrant's telephone number, including area code (202) 296-6192

(Former Name or Former Address, if Changed Since Last Report)

Page 1 of 5 Pages
Exhibit Index on Page 4

ITEM 5. OTHER EVENTS

The press release attached as an exhibit hereto is hereby
incorporated and made a part of this current report on Form 8-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99 Press release dated April 10, 1997

Page 2 of 5 Pages

SIGNATURES

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

CD RADIO INC.

Date: April 10, 1997 By /s/ David Margolese

David Margolese
Chairman of the Board and Chief
Executive Officer

Page 3 of 5 Pages

Exhibit Index

<TABLE> <CAPTION> Exhibit Number	Exhibit	Page
- - - - -	-----	-----
<S> 99	<C> Press Release dated April 10, 1997	<C> 5

Page 4 of 5 Pages

FOR IMMEDIATE RELEASE

CD RADIO TO CLOSE \$135 MILLION

Washington, D.C.- April 10, 1997 - CD Radio Inc. (Nasdaq: CDRD) announced today that on April 9, 1997, it completed a private placement of its 5% Delayed Convertible Preferred Stock ("5% Preferred Stock"). The Company had received commitments to purchase approximately \$200 million of its 5% Preferred Stock, subject principally to the Company being the winning bidder in an FCC auction for a national satellite radio broadcast license. On April 2, 1997, the Company was the winning bidder in such an auction with a bid price of \$83,346,000.

On April 9, 1997, the Company closed on the sale of approximately \$86 million of 5% Preferred Stock and has elected to exercise its right to close on additional commitments of approximately \$49 million on April 21, 1997, for a total of \$135 million. The remaining commitments for approximately \$65 million will be allowed to expire.

Reference is made to the Company's Annual Report on Form 10-K for the year ended December 31, 1996 for further information concerning the terms of the 5% Preferred Stock. These securities have not been registered under the Securities Act of 1933 or any state securities law, and may not be offered or sold without registration or pursuant to a valid exemption from registration.

CD Radio is the winning bidder for one of two FCC national satellite radio broadcast licenses. The Company is engaged in the development of a satellite-to-car 50 channel radio service for delivery to motorists throughout the United States.

For Further Information:
Contact: David Margolese
(202) 296-6192