

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) June 16, 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)

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ITEM 5. OTHER EVENTS

In June 1997, a proposed amendment to the Company's Certificate of Incorporation was duly approved by written consents of the holders of a majority of each of the Company's Common Stock and Preferred Stock. The amendment to the Certificate of Incorporation increased the authorized shares of Common Stock by 150 million shares to an aggregate of 200 million shares and increased the authorized shares of Preferred Stock by 40 million shares to an aggregate of 50 million shares.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

Notice to Stockholders regarding Approval of Amendment to the
Certificate of Incorporation

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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 June 17, 1997

By /s/ David Margoese

David Margoese
Chairman of the Board and
Chief Executive Officer

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June 17, 1997

Dear Stockholder:

This letter is to notify you that the proposed amendment to the Company's Certificate of Incorporation described in the Company's Consent Solicitation Statement dated May 16, 1997 has been duly approved by written consents of the holders of a majority of each of the Company's Common Stock and Preferred Stock. On June 16, 1997, the Certificate of Amendment to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware.

On May 8, 1997, the record date for the consent solicitation, 10,313,391 shares of Common Stock and 5,400,000 shares of Preferred Stock were issued and outstanding. As of June 13, 1997, the Company had received written consents from the holders of 6,851,404 shares of Common Stock and 2,848,426 shares of Preferred Stock, representing 66.4 and 52.7 percent of the outstanding shares, respectively.

As more completely described in the Consent Solicitation Statement, the amendment to the Certificate of Incorporation of the Company approved by the stockholders increased the authorized shares of Common Stock by 150,000,000 shares to an aggregate of 200,000,000 shares and increased the authorized shares of Preferred Stock by 40,000,000 shares to an aggregate of 50,000,000 shares.

This letter shall constitute notice, as required by Section 228(d) of the Delaware General Corporation Law, to those stockholders who have not consented in writing to the approval of the amendment.

Sincerely,

/s/ Lawrence F. Gilberti
Lawrence F. Gilberti
Secretary