

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or Section 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)

SIRIUS XM RADIO INC.
(Name of Subject Company and Filing Person (Issuer)
And Name of Filing Person (Offeror))

7% Exchangeable Senior Subordinated Notes due 2014
(Title of Class of Securities)

98375YAU0
(CUSIP Number of Class of Securities)

Patrick L. Donnelly
Executive Vice President, General Counsel and Secretary
Sirius XM 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 filing person)

With copies to:

Gary L. Sellers
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

CALCULATION OF FILING FEE

Transaction Valuation(1):	Amount of Filing Fee(2):
\$559,945,833.33	\$76,376.61

(1) Calculated solely for purposes of determining the filing fee. The purchase price of the 7% Exchangeable Senior Subordinated Notes due 2014 (the "Notes"), as described herein, is approximately \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest to, but not including, the repurchase date. As of January 31, 2013, there was \$550,000,000 in aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of \$559,945,833.33.

(2) \$76,376.61 was paid at the time of the original filing of the Schedule TO.

Check the 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.

Amount Previously Paid: \$76,376.61
Form or Registration No.: Schedule TO

Filing Party: Sirius XM Radio Inc.
Date Filed: February 1, 2013

Check the 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 the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 2 (this "Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by Sirius XM Radio Inc., a Delaware corporation (as successor to XM Satellite Radio Inc.) (the "Company") on February 1, 2013 (as amended, the "Schedule TO"), relating to the Company's Fundamental Change Notice and Offer to Purchase dated February 1, 2013 (as amended, the "Fundamental Change Notice"), previously filed as Exhibit (a)(1) to the Schedule TO, as amended or supplemented herewith, pursuant to the terms and conditions required by the Indenture, dated as of August 1, 2008 (the "Original Indenture"), as supplemented by the Supplemental Indenture, dated as of April 14, 2010 (the "First Supplemental Indenture"), and the Supplemental Indenture, dated January 12, 2011 (the "Second Supplemental Indenture," and the Original Indenture as supplemented by the First Supplemental Indenture and the Second Supplemental Indenture, the "Indenture") among the Company, the guarantors party thereto and The Bank of New York Mellon, as trustee, relating to the 7% Exchangeable Senior Subordinated Notes due 2014 (the "Notes") of the Company. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule TO.

The information in the Fundamental Change Notice, which was previously filed with the Schedule TO, as previously amended and supplemented, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided herein.

This Schedule TO is intended to satisfy the disclosure requirements of Rules 13e-4(c)(4) and 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All capitalized terms used but not specifically defined in this Schedule TO shall have the meanings given to such terms in the Fundamental Change Notice.

Items 1 through 11.

The Offer to Purchase the Notes, which commenced on February 1, 2013, expired at 12:00 midnight, New York City time, on March 1, 2013 (the "Expiration Date").

On March 4, 2013, the Company issued a Notice to Holders of the 7% Exchangeable Senior Subordinated Notes due 2014 announcing that the Exchange Agent for the Notes has advised the Company that none of the Notes were tendered pursuant to the Purchase Right prior to 12:00 midnight, New York City time, on March 1, 2013, and that \$502,370,000 aggregate principal amount of the Notes remain outstanding (after giving effect to exchanges of the Notes). The exchange of \$47,630,000 in principal amount of the Notes will result in the issuance of 27,687,850 shares of Common Stock.

Pursuant to the terms of the Indenture, the Exchange Rate (as defined in the Indenture) for the Notes has reverted to 543.1372 shares of Common Stock per \$1,000 principal amount of Notes (subject to subsequent adjustment as provided in the Indenture).

A copy of the notice is filed as Exhibit (a)(3) and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit thereto:

(a)(3) Notice to Holders of the 7% Exchangeable Senior Subordinated Notes due 2014, dated March 4, 2013.

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 XM RADIO INC.

By: /s/ Patrick L. Donnelly

Name: Patrick L. Donnelly

Title: Executive Vice President, General Counsel and Secretary

Dated: March 4, 2013

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)	Fundamental Change Notice and Offer to Purchase to Holders of 7% Exchangeable Senior Subordinated Notes due 2014, dated February 1, 2013.*
(a)(2)	Notice to Holders of 7% Exchangeable Senior Subordinated Notes due 2014, dated February 14, 2013.*
(a)(3)	Notice to Holders of 7% Exchangeable Senior Subordinated Notes due 2014, dated March 4, 2013.
(b)	Not applicable.
(d)(1)	Indenture, dated as of August 1, 2008, among XM Satellite Radio Inc., XM Satellite Radio Holdings Inc., XM Equipment Leasing LLC, XM Radio Inc., the Company and The Bank of New York Mellon, as trustee, is incorporated by reference to Exhibit 4.80 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.
(d)(2)	Supplemental Indenture, dated April 14, 2010, among XM Satellite Radio Inc., certain subsidiaries thereof and The Bank of New York Mellon, as trustee, is incorporated by reference to Exhibit 4.4 of XM Satellite Radio Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.
(d)(3)	Supplemental Indenture, dated January 12, 2011, among XM Satellite Radio Inc., the Company, certain subsidiaries thereof and The Bank of New York Mellon, as trustee, is incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on January 12, 2011.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.

SIRIUS XM RADIO INC.
(successor to XM Satellite Radio Inc.)

NOTICE TO HOLDERS
of the 7% Exchangeable Senior Subordinated Notes due 2014
(CUSIP Number: 98375YAU0)

Reference is made to the Fundamental Change Notice and Offer to Purchase issued by Sirius XM Radio Inc. (the "**Company**") on February 1, 2013 (as amended by the Notice to Holders of the 7% Exchangeable Senior Subordinated Notes due 2014 issued by the Company on February 14, 2013, the "**Fundamental Change Notice**") to holders (the "**Holders**") of its 7% Exchangeable Senior Subordinated Notes due 2014 (the "**Notes**"). All capitalized terms used but not specifically defined in this notice shall have the meanings given to such terms in the Fundamental Change Notice.

The Company hereby provides notice to Holders that its previously announced offer to purchase the Notes expired at 12:00 midnight, New York City time, on March 1, 2013.

The Bank of New York Mellon, the Exchange Agent for the Notes, has advised the Company that as of March 1, 2013, none of the Notes have been tendered pursuant to the Purchase Right and \$502,370,000 aggregate principal amount of Notes remain outstanding (after giving effect to exchanges of the Notes).

Pursuant to the terms of the Indenture, the Exchange Rate (as defined in the Indenture) for the Notes has reverted to 543.1372 shares of Common Stock per \$1,000 principal amount of Notes (subject to subsequent adjustment as provided in the Indenture).

The Paying Agent and Exchange Agent for the Notes is:

The Bank of New York Mellon

By Regular, Registered or Certified Mail or Overnight Courier:

The Bank of New York Mellon
 101 Barclay St – 4W
 New York, NY 10286
 Attention: Sherma Thomas

For Information:

212-815-5283

By Facsimile:

212-815-5704

SIRIUS XM RADIO INC.

March 4, 2013