

SIRIUS XM RADIO INC.
Form 424B7
December 11, 2009

***Prospectus Supplement No. 3
(To Prospectus Supplement No. 2 dated April 7, 2009,
Prospectus Supplement No. 1 dated January 7, 2009
and Prospectus Supplement dated October 28, 2008
to Prospectus dated July 25, 2008)***

Pursuant to Rule 424(b)(7)
Registration File No. 333-152548

Sirius XM Radio Inc.
COMMON STOCK

This prospectus supplement relates to the resale from time to time by selling stockholders of shares of our common stock that we may issue to them upon the exchange of XM Satellite Radio Inc.'s 7% Exchangeable Senior Subordinated Notes due 2014, which we refer to as the notes.

This prospectus supplement, which supplements the prospectus dated July 25, 2008, as supplemented by the prospectus supplement dated October 28, 2008, the prospectus supplement dated January 7, 2009 and the prospectus supplement dated April 7, 2009, contains information about certain selling stockholders.

Neither the Securities and Exchange Commission nor any state securities commission have approved or disapproved these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

December 11, 2009.

SELLING STOCKHOLDERS

XM Satellite Radio Inc. (XM Inc.) originally issued the notes to the initial purchasers in transactions exempt from the registration requirements of the Securities Act. The initial purchasers resold the notes to persons reasonably believed by the initial purchasers to be qualified institutional buyers within the meaning of Rule 144A under the Securities Act in transactions exempt from registration under the Securities Act. The selling stockholders, including their transferees, pledgees or donees or their successors, may from time to time offer and sell the shares of our common stock delivered upon the exchange of the notes under this prospectus supplement pursuant to existing registration rights conferred by the registration rights agreement dated as of August 1, 2008 among us, XM Inc. and the initial purchasers. Our registration of the shares of common stock issuable upon exchange of the notes does not necessarily mean that the selling stockholders will sell all or any of the shares of common stock.

The table of selling stockholders appearing under the caption Selling Stockholders beginning on page S-8 of the prospectus supplement dated October 28, 2008, and the table of selling stockholders appearing under the caption Selling Stockholders in prospectus supplement no. 1 and prospectus supplement no. 2 is hereby supplemented by adding the information regarding certain selling stockholders set forth in the table entitled Additional Selling Stockholders below; and

amended by replacing the information regarding certain selling stockholders identified in the table entitled Revised Information Regarding Selling Stockholders below with the information set forth in such table.

The following tables set forth certain information as of December 11, 2009 concerning the shares of common stock that may be offered from time to time by each selling stockholder identified below pursuant to this prospectus supplement. The information is based on information provided by or on behalf of the selling stockholders.

Because the selling stockholders may offer all or some portion of the common stock, no estimate can be given as to the amount of the shares of common stock that will be held by the selling stockholders upon termination of any sales. Information about the selling stockholders may change over time. In particular, the selling stockholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided to us information regarding their notes or common stock. Any changed or new information given to us by the selling stockholders will be set forth in supplements to this prospectus supplement or amendments to the registration statement of which this prospectus supplement is a part, if and when necessary.

Except as set forth in the tables, none of the selling stockholders identified below nor any of their affiliates, officers, directors or principal equity holders (5% or more) has held any position or office or has had any other material relationship with us or XM Inc. (or our or XM Inc.'s predecessors or affiliates) during the past three years.

Additional Selling Stockholders

Name ⁽¹⁾	Shares of Common Stock Beneficially Owned Prior to Offering ⁽²⁾	Shares of Common Stock That May be Offered Hereby ⁽²⁾	Number of Shares of Common Stock Beneficially Owned After Offering ⁽³⁾	Percentage of Outstanding Shares of Common Stock Beneficially Owned After Offering ⁽³⁾
AK Steel Master Pension Trust High Yield ⁽⁴⁾	661,333	661,333		*
Automotive Industries Pension Trust Fund ⁽⁵⁾	375,999	375,999		*
Ball Corporation Master Pension Trust ⁽⁶⁾	133,333	133,333		*
City of Bristol Employee Pension Fund ⁽⁷⁾	42,666	42,666		*

Colcom Foundation⁽⁸⁾

109,333

109,333

*

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Name ⁽¹⁾	Shares of	Shares of	Number	Percentage
	Common	Common	of	of
	Stock	Common	Shares	Outstanding
	Beneficially	Stock	of	Shares of
	Owned	That May	Common	Common
	Prior to	be	Stock	Stock
	Offering ⁽²⁾	Offered	Beneficially	Beneficially
		Hereby ⁽²⁾	Owned	Owned
			After	After
			Offering ⁽³⁾	Offering ⁽³⁾
Consulting Group Capital Markets Funds High Yield Investments ⁽⁹⁾	541,333	541,333	*	*
Driven Capital 2B LLC ⁽¹⁰⁾	79,999	79,999	*	*
Employees of ONEOK, Inc. + Subsidiaries ⁽¹¹⁾	271,999	271,999	*	*
Maryland State Retirement Agency ⁽¹²⁾	181,333	181,333	*	*
Retirement Board of Allegheny County ⁽¹³⁾	167,999	167,999	*	*
Sheet Metal Workers National Pension Fund ⁽¹⁴⁾	274,666	274,666	*	*
Sheet Metal Workers Northern California Pension Plan of Northern California ⁽¹⁵⁾	325,333	325,333	*	*
South Carolina Retirement System Investment Commission ⁽¹⁶⁾	399,999	399,999	*	*
Stationary Engineers Local 39 Pension Trust Fund ⁽¹⁷⁾	186,666	186,666	*	*
The J.A. + Kathryn Albertson Foundation ⁽¹⁸⁾	61,333	61,333	*	*

(*) Less than one percent.

(1) Information concerning other selling stockholders will be set forth in additional supplements to the prospectus supplement from time to time, if required.

(2) Assumes exchange of all of the selling stockholders notes at an exchange rate of

533.3333 shares
of our common
stock per \$1,000
principal amount
of the notes.

This exchange
rate is subject to
certain
adjustments. As
a result, the
number of shares
of common
stock issuable
upon exchange
of the notes may
increase or
decrease in the
future. Under the
terms of the
indenture
governing the
notes, fractional
shares will not
be issued upon
exchange of the
notes. Cash will
be paid instead
of fractional
shares, if any.

- (3) Calculated based
on
Rule 13d-3(d)(i)
of the Exchange
Act, using
3,892,540,025
shares of
common stock
outstanding as of
December 1,
2009 (including
202,399,983
shares of
common stock
issued and lent
to affiliates of
the initial
purchasers of the
notes in order to
facilitate
hedging

transactions). In calculating this amount for each stockholder, we treated as outstanding the number of shares of common stock issuable upon exchange of that stockholder's notes, but we did not assume exchange of any other stockholder's notes. The beneficial ownership in this column assumes that the selling stockholder sells all of the shares offered by this prospectus supplement issuable upon the exchange of the notes that are beneficially owned by the selling stockholder as of the date of this prospectus supplement, and that any other shares of common stock owned by the selling stockholder as of the date of this prospectus supplement will continue to be beneficially owned by the selling stockholder.

- (4) Penn Capital Management Co. Inc. is the portfolio manager for AK Steel Master Pension Trust High Yield and has voting control and investment discretion over securities owned by AK Steel Master Pension Trust High Yield.
- (5) Penn Capital Management Co. Inc. is the portfolio manager for Automotive Industries Pension Trust Fund and has voting control and investment discretion over securities owned by Automotive Industries Pension Trust Fund.
- (6) Penn Capital Management Co. Inc. is the portfolio manager for Ball Corporation Master Pension Trust and has voting control and investment discretion over securities owned by Ball Corporation

Master Pension
Trust.

(7) Penn Capital
Management Co.
Inc. is the
portfolio
manager for City
of Bristol
Employee
Pension Fund
and has voting
control and
investment
discretion over
securities owned
by City of
Bristol
Employee
Pension Fund.

(8) Penn Capital
Management Co.
Inc. is the
portfolio
manager for
Colcom
Foundation and
has voting
control and
investment
discretion over
securities owned
by Colcom
Foundation.

(9) Penn Capital
Management Co.
Inc. is the
portfolio
manager for
Consulting
Group Capital
Markets Funds
High Yield
Investments and
has voting
control and
investment
discretion over
securities owned

by Consulting
Group Capital
Markets Funds
High Yield
Investments.

(10) Penn Capital
Management Co.
Inc. is the
portfolio
manager for
Driven Capital
2B LLC and has
voting control
and investment
discretion over
securities owned
by Driven
Capital 2B LLC.

(11) Penn Capital
Management Co.
Inc. is the
portfolio
manager for
Employees of
ONEOK, Inc. +
Subsidiaries and
has voting
control and
investment
discretion over
securities owned
by Employees of
ONEOK, Inc. +
Subsidiaries.

(12) Penn Capital
Management Co.
Inc. is the
portfolio
manager for
Maryland State
Retirement
Agency and has
voting control
and investment
discretion over
securities owned
by Maryland
State Retirement

Agency.

(13) Penn Capital Management Co. Inc. is the portfolio manager for Retirement Board of Allegheny County and has voting control and investment discretion over securities owned by Retirement Board of Allegheny County.

(14) Penn Capital Management Co. Inc. is the portfolio manager for Sheet Metal Workers National Pension Fund and has voting control and investment discretion over securities owned by Sheet Metal Workers National Pension Fund.

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(15) Penn Capital Management Co. Inc. is the portfolio manager for Sheet Metal Workers Northern California Pension Plan of Northern California and has voting control and investment discretion over securities owned by Sheet Metal Workers Northern California Pension Plan of Northern California.

(16) Penn Capital Management Co. Inc. is the portfolio manager for South Carolina Retirement System Investment Commission and has voting control and investment discretion over securities owned by South Carolina Retirement System Investment Commission.

(17) Penn Capital Management

Co. Inc. is the portfolio manager for Stationary Engineers Local 39 Pension Trust Fund and has voting control and investment discretion over securities owned by Stationary Engineers Local 39 Pension Trust Fund.

- (18) Penn Capital Management Co. Inc. is the portfolio manager for The J.A. + Kathryn Albertson Foundation and has voting control and investment discretion over securities owned by The J.A. + Kathryn Albertson Foundation.

Revised Information Regarding Selling Stockholders

Name⁽¹⁾	Shares of Common Stock Beneficially Owned Prior to Offering⁽²⁾	Shares of Common Stock That May be Offered Hereby⁽²⁾	Number of Shares of Common Stock Beneficially Owned After Offering⁽³⁾	Percentage of Outstanding Shares of Common Stock Beneficially Owned After Offering⁽³⁾
HBK Master Fund L.P. ⁽⁴⁾	6,133,332	6,133,332	*	*

(*) Less than one percent.

(1)

Information concerning other selling stockholders will be set forth in additional supplements to the prospectus supplement from time to time, if required.

- (2) Assumes exchange of all of the selling stockholders' notes at an exchange rate of 533.3333 shares of our common stock per \$1,000 principal amount of the notes.

This exchange rate is subject to certain adjustments. As a result, the number of shares of common stock issuable upon exchange of the notes may increase or decrease in the future. Under the terms of the indenture governing the notes, fractional shares will not be issued upon exchange of the notes. Cash will be paid instead of fractional shares, if any.

- (3) Calculated based on Rule 13d-3(d)(i)

of the Exchange Act, using 3,892,540,025 shares of common stock outstanding as of December 1, 2009 (including 202,399,983 shares of common stock issued and lent to affiliates of the initial purchasers of the notes in order to facilitate hedging transactions). In calculating this amount for each stockholder, we treated as outstanding the number of shares of common stock issuable upon exchange of that stockholder's notes, but we did not assume exchange of any other stockholder's notes. The beneficial ownership in this column assumes that the selling stockholder sells all of the shares offered by this prospectus supplement issuable upon the exchange of the notes that are beneficially owned by the selling

stockholder as of the date of this prospectus supplement, and that any other shares of common stock owned by the selling stockholder as of the date of this prospectus supplement will continue to be beneficially owned by the selling stockholder.

- (4) HBK Investments L.P., a Delaware limited partnership, has shared voting and dispositive power over the shares pursuant to an Investment Management Agreement between HBK Investments L.P. and the selling stockholder. HBK Investments L.P. has delegated discretion to vote and dispose of the shares to HBK Services LLC. The following individuals may be deemed to have control over HBK Investments L.P.: Jamiel A. Akhtar, Richard

L. Booth, David
C. Haley,
Laurence H.
Lebowitz and
William E. Rose.

Only selling stockholders identified above, or in previous prospectus supplements, who beneficially own the shares of common stock may sell such securities under the registration statement. Prior to any use of this prospectus supplement in connection with an offering of shares of our common stock by any stockholder not identified above, this prospectus supplement will be supplemented to set forth the name and other information about the selling stockholder intending to sell such shares of common stock. The prospectus supplement will also disclose whether any selling stockholder or any of its affiliates, officers, directors or principal equity holders (5% or more) has held any position or office or has had any other material relationship with us or XM Inc. (or our or XM Inc. s predecessors or affiliates) during the past three years.

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