

SIRIUS XM RADIO INC.
Form 8-K
September 09, 2008

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): September 9, 2008

SIRIUS XM RADIO INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other Jurisdiction

0-24710
(Commission File Number)

52-1700207
(I.R.S. Employer

of Incorporation)

Identification No.)

1221 Avenue of the Americas, 36th Fl., New York, NY
(Address of Principal Executive Offices)

(Zip Code)

10020

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- c Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - c Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - c Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - c Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

On September 9, 2008, Mel Karmazin, our Chief Executive Officer, presented at the 2008 Merrill Lynch Media Fall Preview Conference. The webcast of the presentation is available on the investor relations section of our website, www.sirius.com. The webcast of the presentation will be available until 5:00 pm, ET, on Tuesday, September 16, 2008. A copy of the slides used during the presentation are attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01. We also issued a press release containing a number of matters discussed during the presentation and it is attached hereto as Exhibit 99.2 and is incorporated by reference into this Item 7.01.

Pursuant to General Instruction B.2., to Form 8-K, the information set forth in this Item 7.01, including the exhibit attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

The Exhibit Index attached hereto is incorporated herein.

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.

SIRIUS XM RADIO INC.

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

Dated: September 9, 2008

EXHIBITS

| <u>Exhibit</u> | <u>Description of Exhibit</u> |
|-----------------------|--|
| 99.1 | Presentation slides dated September 9, 2008 for 2008 Merrill Lynch Media Fall Preview Conference |
| 99.2 | Press release dated September 9, 2008 |
