

SIRIUS XM RADIO INC.
Form 3
January 17, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Liberty Media Corp | | (Month/Day/Year) | SIRIUS XM RADIO INC. [SIRI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 12300 LIBERTY BLVD. | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| ENGLEWOOD,Â COÂ 80112 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,949,291,236 | I | Held Through Wholly Owned Subsidiaries ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|--|----------------------------|--|
| Convertible Perpetual Preferred Stock, Series B-1 | Â (2) | Â (2) | Common Stock | 1,293,509,076 (2) \$ (2) | | I | Held Through Wholly Owned Subsidiary (3) |
| 7% Exchangeable Senior Subordinated Notes | Â (4) | 12/01/2014 | Common Stock | 5,974,509 (4) \$ (4) | | I | Held Through Wholly Owned Subsidiary (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Liberty Media Corp 12300 LIBERTY BLVD. ENGLEWOOD,Â COÂ 80112 | Â | Â X | Â | Â |

Signatures

LIBERTY MEDIA CORPORATION By: /s/ Richard N. Baer Title: Senior Vice President and General Counsel

01/17/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of Common Stock are held directly by Liberty Radio, LLC, Liberty Radio 2, LLC, and Liberty Satellite, LLC, which are wholly owned subsidiaries of the Reporting Person.
- (2) The Convertible Perpetual Preferred Stock, Series B-1, has no expiration date, and is convertible into common stock at any time at a conversion rate of 206.9581409 shares of common stock for each share of Convertible Perpetual Preferred Stock, Series B-1, subject to customary antidilution adjustment provisions.
- (3) The shares of Convertible Perpetual Preferred Stock, Series B-1 are held directly by Liberty Radio, LLC, which is a wholly owned subsidiary of the Reporting Person.
- (4) The Reporting Person beneficially owns \$11 million aggregate principal amount of the Issuer's 7% Exchangeable Senior Subordinated Notes due 2014 (the "Exchangeable Notes"). The Exchangeable Notes are exchangeable at any time at the option of the holder into shares of Common Stock at a current exchange rate of 543.1372 shares of Common Stock per \$1,000 principal amount of Exchangeable Notes.
- (5) The 7% Exchangeable Senior Subordinated Notes are held directly by LTWX V, Inc., which is a wholly owned subsidiary of the Reporting Person.

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Remarks:

OnÂ JanuaryÂ 11,Â 2013,Â theÂ ReportingÂ PersonÂ changedÂ itsÂ nameÂ fromÂ "LibertyÂ Spinco,Â Inc."Â toÂ "Liberty

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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