

SIRIUS XM RADIO INC.

Form 424B7

March 18, 2010

Prospectus Supplement No. 4

(To Prospectus Supplement No. 3 dated December 11, 2009,

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, the prospectus supplement dated April 7, 2009 and the prospectus supplement dated December 11, 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.

March 18, 2010.

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, prospectus supplement no. 2 and prospectus supplement no. 3 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 March 12, 2010 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	Percentage
			of Shares of Common Stock Beneficially Owned After Offering ⁽³⁾	of Outstanding Shares of Common Stock Beneficially Owned After Offering ⁽³⁾
Advent Claymore Global Convertible Fund ⁽⁴⁾	906,666	906,666		*
	559,999	559,999		*

Advent/Claymore Enhanced Growth and Income Fund ⁽⁵⁾			
AVK (Advent Claymore) Fund ⁽⁶⁾	1,466,666	1,466,666	*
California Health Care Foundation ⁽⁷⁾	364,266	364,266	*
Florida Power and Light ⁽⁸⁾	828,799	828,799	*
HFR CA Opportunity Master Trust ⁽⁹⁾	34,133	34,133	*
Institutional Benchmark Series Ltd. ⁽¹⁰⁾	229,333	229,333	*
MABSTOA ⁽¹¹⁾	85,333	85,333	*
New York City Employees Retirement System ⁽¹²⁾	773,333	773,333	*
New York City Fire Department Pension Fund ⁽¹³⁾	202,666	202,666	*
New York City Police Pension Fund ⁽¹⁴⁾	416,533	416,533	*
New York City Teachers Retirement System ⁽¹⁵⁾	540,799	540,799	*
Oyster Global Convertibles ⁽¹⁶⁾	799,999	799,999	*
Partners Group Alternative Strategies PCC Limited Gold Zeta Cell ⁽¹⁷⁾	116,799	116,799	*
State of Alaska ⁽¹⁸⁾	291,733	291,733	*
Teachers Retirement System of the City of New York ⁽¹⁹⁾	763,199	763,199	*
The Advent Convertible Arbitrage (Cayman) Offshore Fund II ⁽²⁰⁾	286,399	286,399	*
The Advent Convertible Arbitrage Master Fund ⁽²¹⁾	1,770,666	1,770,666	*

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- (*) 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 stockholder's 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 3,884,668,860 shares of common stock outstanding as of February 23, 2010 (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) Advent Capital Management, LLC is the investment manager for Advent Claymore Global Convertible Fund and has voting control and investment discretion over securities owned by Advent Claymore Global Convertible Fund.

(5) Advent Capital Management, LLC is the investment manager for Advent/Claymore Enhanced Growth and Income Fund and has voting control and investment discretion over securities owned by Advent/Claymore Enhanced Growth

and Income Fund.

- (6) Advent Capital Management, LLC is the investment manager for AVK (Advent Claymore) Fund and has voting control and investment discretion over securities owned by AVK (Advent Claymore) Fund.
- (7) Advent Capital Management, LLC is the investment manager for California Health Care Foundation and has voting control and investment discretion over securities owned by California Health Care Foundation.
- (8) Advent Capital Management, LLC is the investment manager for Florida Power and Light and has voting control and investment discretion over securities owned by Florida Power and Light.
- (9) Advent Capital Management, LLC is the investment

manager for HFR
CA Opportunity
Master Trust and
has voting control
and investment
discretion over
securities owned
by HFR CA
Opportunity
Master Trust.

(10) Advent Capital
Management,
LLC is the
investment
manager for
Institutional
Benchmark Series
Ltd. and has
voting control and
investment
discretion over
securities owned
by Institutional
Benchmark
Series Ltd.

(11) Advent Capital
Management,
LLC is the
investment
manager for
MABSTOA and
has voting control
and investment
discretion over
securities owned
by MABSTOA.

(12) Advent Capital
Management,
LLC is the
investment
manager for New
York City
Employees
Retirement
System and has
voting control and
investment
discretion over

securities owned
by New York City
Employees
Retirement
System.

(13) Advent Capital
Management,
LLC is the
investment
manager for New
York City Fire
Department
Pension Fund and
has voting control
and investment
discretion over
securities owned
by New York City
Fire Department
Pension Fund.

(14) Advent Capital
Management,
LLC is the
investment
manager for New
York City Police
Pension Fund and
has voting control
and investment
discretion over
securities owned
by New York City
Police Pension
Fund.

(15) Advent Capital
Management,
LLC is the
investment
manager for New
York City
Teachers
Retirement
System and has
voting control and
investment
discretion over
securities owned
by New York City

Teachers
Retirement
System.

(16) Advent Capital Management, LLC is the investment manager for Oyster Global Convertibles and has voting control and investment discretion over securities owned by Oyster Global Convertibles.

(17) Advent Capital Management, LLC is the investment manager for Partners Group Alternative Strategies PCC Limited Gold Zeta Cell and has voting control and investment discretion over securities owned by Partners Group Alternative Strategies PCC Limited Gold Zeta Cell.

(18) Advent Capital Management, LLC is the investment manager for State of Alaska and has voting control and investment discretion over securities owned by State of Alaska.

(19) Advent Capital Management, LLC is the investment manager for Teachers Retirement System of the City of New York and has voting control and investment discretion over securities owned by Teachers Retirement System of the City of New York.

(20) Advent Capital Management, LLC is the investment manager for The Advent Convertible Arbitrage (Cayman) Offshore Fund II and has voting control and investment discretion over securities owned by The Advent Convertible Arbitrage (Cayman) Offshore Fund II.

(21) Advent Capital Management, LLC is the investment manager for The Advent Convertible Arbitrage Master Fund and has voting control and investment discretion over

securities owned
by The Advent
Convertible
Arbitrage Master
Fund.

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Revised Information Regarding Selling Stockholders

Name ⁽¹⁾	Shares of	Shares of	Number	Percentage
	Common Stock	Common Stock	of Shares of Common Stock	of Outstanding Shares of Common Stock
	Beneficially Owned Prior to Offering ⁽²⁾	That May be Offered Hereby ⁽²⁾	Beneficially Owned After Offering ⁽³⁾	Beneficially Owned After Offering ⁽³⁾
HBK Master Fund L.P. ⁽⁴⁾	21,962,891	21,066,665	896,226	*

(*) 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 stockholder's 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 3,884,668,860 shares of common stock outstanding as of February 23, 2010 (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 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.