

SIRIUS XM RADIO INC.
Form SC 13D/A
September 17, 2012

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

SIRIUS XM RADIO INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE

(Title of Class of Securities)

82967N108

(CUSIP Number)

Charles Y. Tanabe, Esq.

Executive Vice President and General Counsel

Liberty Media Corporation

12300 Liberty Boulevard

Englewood, CO 80112

(720) 875-5400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 17, 2012

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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|-----|--|
| 1. | Names of Reporting Persons
Liberty Media Corporation |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
WC |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
3,162,579,225(1), (2) |
| 8. | Shared Voting Power
None |
| 9. | Sole Dispositive Power
3,162,579,225(1), (2) |
| 10. | Shared Dispositive Power
None |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,203,666,978 (3) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
Excludes shares beneficially owned by the executive officers and directors of Liberty. |
| 13. | Percent of Class Represented by Amount in Row (11)
49.5%(4) |
| 14. | Type of Reporting Person (See Instructions)
CO |

(1) Sole voting power and dispositive power of such shares is held indirectly through control of wholly owned subsidiaries of Liberty Media Corporation.

(2) Does not include 41,087,753 shares of Common Stock that the Reporting Person has the right to acquire within 60 days pursuant to a forward purchase contract. See Item 6 of Amendment No. 3 to the Liberty Schedule 13D.

(3) Includes 41,087,753 shares of Common Stock that the Reporting Person has the right to acquire within 60 days pursuant to a forward purchase contract. See Item 6 of Amendment No. 3 to the Liberty Schedule 13D.

(4) Based on 5,168,241,703 shares of Common Stock outstanding based on information provided by the Issuer and after giving effect to the Partial Conversion (as defined in Item 3 of this Amendment).

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D
(Amendment No. 5)

Statement of

LIBERTY MEDIA CORPORATION

Pursuant to Section 13(d) of the
Securities Exchange Act of 1934

in respect of

SIRIUS XM RADIO INC.

This Report on Schedule 13D relates to the shares of common stock, par value \$0.001 per share (the **Common Stock**), of Sirius XM Radio, Inc., a Delaware corporation (the **Issuer**). The Schedule 13D originally filed with the Securities and Exchange Commission by Liberty Media Corporation (formerly known as Liberty CapStarz, Inc.), a Delaware corporation (the **Reporting Person** or **Liberty**), on September 30, 2011, as amended by Amendment No. 1 filed with the Commission on May 9, 2012, Amendment No. 2 filed with the Commission on May 31, 2012, Amendment No. 3 filed with the Commission on August 17, 2012 and Amendment No. 4 filed with the Commission on September 13, 2012 (collectively, the **Liberty Schedule 13D**), is hereby amended and supplemented to include the information set forth herein. This amended statement on Schedule 13D/A (this **Amendment**) constitutes Amendment No. 4 to the Liberty Schedule 13D. Capitalized terms not defined herein have the meanings given to such terms in the Liberty Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

The information contained in Item 3 of the Liberty Schedule 13D is hereby amended and supplemented by adding the following information:

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On September 17, 2012, Liberty Radio, LLC (Liberty Radio), a wholly-owned subsidiary of the Reporting Person and the registered holder of 12,500,000 shares of the B-1 Preferred Stock, converted (the Partial Conversion) 6,249,900 shares of the B-1 Preferred Stock at a conversion rate of 206.9581409 shares of Common Stock for each share of B-1 Preferred Stock so converted. The aggregate number of shares of Common Stock issued in the Partial Conversion is 1,293,467,684, and, after the Partial Conversion, Liberty Radio is the registered holder of 6,250,100 shares of B-1 Preferred Stock.

As a result of the Partial Conversion:

- the Reporting Person and its wholly-owned subsidiaries are the registered owners of 1,863,203,483 shares of Common Stock (not including 41,087,753 shares that may be purchased upon physical settlement under the Forward Contract (see Item 6 of Amendment No. 3 to the Liberty Schedule 13D)), representing approximately 32% of the outstanding shares of Common Stock;
- pursuant to the Certificate of Designations, the number of Series B-1 Directors to be elected at the next annual meeting of stockholders of the Company will be reduced from five to three; and

- the Reporting Person, as the owner of all of the outstanding shares of Series B-1 Preferred Stock, retained the consent rights set forth in the Certificate of Designations.

Item 5. Interest in Securities of the Issuer

The information contained in Item 5 of the Liberty Schedule 13D is hereby amended and supplemented by adding the following information:

The information contained in Items 3 and 6 of, and Rows (7) through (10) of the cover page to, this Amendment is incorporated herein by reference.

(a) The Reporting Person beneficially owns 3,203,666,978 shares of Common Stock (including (i) 1,293,509,076 shares of Common Stock issuable upon the conversion of all of the outstanding shares of B-1 Preferred Stock, (ii) 5,866,666 shares of Common Stock issuable upon the exchange of \$11 million aggregate principal amount of the Issuer's 7% Exchangeable Senior Subordinated Notes due 2014 (the Exchange Notes) beneficially owned by the Reporting Person and (iii) the 41,087,753 shares that may be purchased upon physical settlement under the Forward Contract), which represent approximately 49.5% of the outstanding shares of Common Stock (as calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended). The number of shares of Common Stock deemed outstanding is 5,168,241,703 based on information provided by the Issuer and after giving effect to the Partial Conversion.

(b) The Reporting Person has the sole power to vote or to direct the voting of 3,162,579,225 shares of Common Stock, and has the sole power to dispose or to direct the disposition of such number of shares. During the term of the Forward Contract, the Reporting Person has no right to vote or direct the voting, and has no right to dispose or direct the disposition, of the 41,087,753 shares of Common Stock covered by the Forward Contract, which are notional shares.

(c) Other than as stated herein or in any amendments to the Liberty Schedule 13D, no transactions in the Common Stock were effected by the Reporting Person or, to the best of its knowledge, any of the persons listed on Schedule 1 hereto in the past 60 days.

Signature

After reasonable 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.

Dated: September 17, 2012

LIBERTY MEDIA CORPORATION

By: /s/ Charles Tanabe
Charles Tanabe
Executive Vice President

EXHIBIT INDEX

Exhibit No.	Description
7(a)	Investment Agreement, dated as of February 17, 2009, between Sirius XM Radio Inc. and Liberty Radio, LLC (filed as Exhibit 4.55 to the Issuer's Annual Report on Form 10-K (SEC File No. 000-24710) dated March 9, 2009 and incorporated herein by reference).
7(b)	Certificate of Designations of Series B-1 Convertible Perpetual Preferred Stock of the Issuer, dated March 5, 2009 (filed as Exhibit 3.1 to the Issuer's Current Report on Form 8-K (SEC File No. 000-24710) dated March 6, 2009 and incorporated herein by reference).