

SIRIUS XM RADIO INC.
Form 4
January 15, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Starz

(Last) (First) (Middle)
8900 LIBERTY CIRCLE
(Street)
ENGLEWOOD, CO 80112
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIRIUS XM RADIO INC. [SIRI]

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___X___ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| Common Stock | 01/11/2013 | | J(1) | | 1,949,291,236 | D | Through Wholly Owned Subsidiaries |
| | | | | | \$ 0 (1) 0 | | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Convertible Perpetual Preferred Stock, Series B-1 | (2) | 01/11/2013 | | J(1) | 6,250,100 | (2) (2) | Common Stock 1,2 |
| 7% Exchangeable Senior Subordinated Notes | (3) | 01/11/2013 | | J(1) | \$ 11,000,000 | (3) (3) | Common Stock 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Starz 8900 LIBERTY CIRCLE ENGLEWOOD, CO 80112 | | | X | |

Signatures

Starz By: /s/ J. Steven Beabout, Executive Vice President, General Counsel and Secretary 01/15/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) On January 11, 2013, the Reporting Person completed its previously announced spin-off (the "Spin-Off") of all of the outstanding shares of the common stock of its wholly-owned subsidiary, Liberty Media Corporation (formerly known as Liberty Spinco, Inc.). In connection with the Spin-Off, the Reporting Person's beneficial ownership of the securities of the Issuer was transferred to Liberty Media Corporation.
- (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 Exchangeable Notes are exchangeable at any time at the option of the holder into shares of Common Stock at an initial exchange rate of 533.3333 shares of Common Stock per \$1,000 principal amount of Exchangeable Notes.

Remarks:

On January 11, 2013, the Reporting Person changed its name from "Liberty Media Corporation" to "Starz."
 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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