

BLACKSTONE CCC OFFSHORE CAPITAL PARTNERS LP

Form 4

March 11, 2003

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person*

Blackstone Management Associates III L.L.C.

(Last)

(First)

(Middle)

345 Park Avenue, 31st Floor

(Street)

New York,

New York

10154

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Sirius Satellite Radio Inc. Symbol: SIRI

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

March 7, 2003

5. If Amendment, Date of Original (Month/Day/Year)

January 31, 2000

6. Relationship of Reporting Person to Issuer

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(Check all applicable)

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

7. Individual or Joint/Group Filing (Check applicable line)

- 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 Execu- tion Date, if any (Month/ Day/ Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Price |
|---------------------------------------|---|--|---|---|--|------------------|--------------|
| | | | Code | V | Amount | (A) or (D) | |
| Common Stock | 3/7/03 | | P | | 19,103,771 | A | \$19,849,912 |
| Common Stock | 3/7/03 | | P | | 3,456,343 | A | \$3,591,338 |
| Common Stock | 3/7/03 | | P | | 1,440,007 | A | \$1,496,250 |
| Common Stock | 3/7/03 | | J (See (4)) | | 29,429,517 | A | See (4) |
| Common Stock | 3/7/03 | | J (See (4)) | | 5,324,545 | A | See (4) |
| Common Stock | 3/7/03 | | J (See (4)) | | 2,218,344 | A | See (4) |

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or

7. Nature of Indirect

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| Transaction(5) (Instr. 3 and 4) | Indirect (I) (Instr.4) | Beneficial Ownership (Instr. 4) |
|---------------------------------------|------------------------------|---------------------------------------|
| | 1 | See (1) |
| | 1 | See (2) |
| | 1 | See (3) |
| 48,533,288 | 1 | See (1) |
| 8,780,888 | 1 | See (2) |
| 3,658,351 | 1 | See (3) |

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

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

Page 1 of 5

FORM 4 (continued)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) ----- Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D) |
|--|---|--|--|--|
| | | | | |

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| | | | | | | | |
|--|---|--|--|--|--|-----------|--|
| Warrant | \$1.04 | 3/7/03 | J (See (4)) | 20,085,138 | | | |
| Warrant | \$1.04 | 3/7/03 | J (See (4)) | 3,633,896 | | | |
| Warrant | \$1.04 | 3/7/03 | J (See (4)) | 1,513,981 | | | |
| Warrant | \$0.92 | 3/7/03 | J (See (4)) | 13,390,091 | | | |
| Warrant | \$0.92 | 3/7/03 | J (See (4)) | 2,422,597 | | | |
| Warrant | \$0.92 | 3/7/03 | J (See (4)) | 1,009,321 | | | |
| Preferred Stock | | 3/7/03 | J (See (4)) | | | 2,031,562 | |
| Preferred Stock | | 3/7/03 | J (See (4)) | | | 367,561 | |
| Preferred Stock | | 3/7/03 | J (See (4)) | | | 153,136 | |
| 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or indirect (I) (Instr. 4) | 11. Nature of direct Beneficial Ownership (Instr. 4) | | |
| 3/7/03 3/7/05 | Common Stock 20,085,138 | See (4) | 20,085,138 | 1 | See (1) | | |
| 3/7/03 3/7/05 | Common Stock 3,633,896 | See (4) | 3,633,896 | 1 | See (2) | | |
| 3/7/03 3/7/05 | Common Stock 1,513,981 | See (4) | 1,513,981 | 1 | See (3) | | |

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| | | | | | | | |
|--------|--------|-----------------|------------|---------|------------|---|---------|
| 3/7/03 | 3/7/05 | Common Stock | 13,390,091 | See (4) | 13,390,091 | 1 | See (1) |
| 3/7/03 | 3/7/05 | Common Stock | 2,422,597 | See (4) | 2,422,597 | 1 | See (2) |
| 3/7/03 | 3/7/05 | Common Stock | 1,009,321 | See (4) | 1,009,321 | 1 | See (3) |
| | | Common Stock | 5,972,792 | | 0 | 1 | See (1) |
| | | Common Stock | 1,080,629 | | 0 | 1 | See (2) |
| | | Common Stock | 450,220 | | 0 | 1 | See (3) |

(1) Blackstone CCC Capital Partners L.P. ("BCP CCC") directly owns 48,533,288 shares of Common Stock and Warrants exercisable for 33,475,229 shares of Common Stock. Blackstone Management Associates III L.L.C. ("BMA III") is the sole general partner of BCP CCC. Peter G. Peterson and Stephen A. Schwarzman are the founding members and managing members of BMA III. Therefore, each of BMA III, Peter G. Peterson and Stephen A. Schwarzman may be deemed to beneficially own all of the Common Stock and Warrants owned by BCP CCC.

Page 2 of 5

FORM 4 (continued)

- (2) Blackstone CCC Offshore Capital Partners L.P. ("BCP CCC Offshore") directly owns 8,780,888 shares of Common Stock and Warrants exercisable for 6,056,493 shares of Common Stock. BMA III is the sole investment general partner of BCP CCC Offshore. Peter G. Peterson and Stephen A. Schwarzman are the founding members and managing members of BMA III. Therefore, each of BMA III, Peter G. Peterson and Stephen A. Schwarzman may be deemed to beneficially own all of the Common Stock and Warrants owned by BCP CCC Offshore.
- (3) Blackstone Family Investment Partnership III L.P. ("BFIP III") directly owns 3,658,351 shares of Common Stock and Warrants exercisable for 2,523,302 shares of Common Stock. BMA III is the sole general partner of BFIP III. Peter G. Peterson and Stephen A. Schwarzman are the founding members and managing members of BMA III. Therefore, each of BMA III, Peter G. Peterson and Stephen A. Schwarzman may be deemed to beneficially own all of the Common Stock and Warrants owned by BFIP III.
- (4) On March 7, 2003, the outstanding Preferred Stock held by BCP CCC, BCP CCC Offshore and BFIP III was exchanged for Warrants and Common Stock. See Amendment No. 2 to Schedule 13D filed by the reporting persons on March 11, 2003.

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** Intentional misstatements or omissions
of facts constitute Federal
Criminal Violations.

Blackstone Management
Associates III L.L.C.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Date: March 11, 2003

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

Page 3 of 5

FORM 4 (continued)

JOINT FILER INFORMATION

Title of Security: Common Stock

Issuer & Ticker Symbol: Sirius Satellite Radio Inc. (SIRI)

Designated Filer: Blackstone Management Associates III L.L.C.

Other Joint Filers: Blackstone CCC Capital Partners L.P., Blackstone
CCC Offshore Capital Partners L.P., Blackstone
Family Investment Partnership III L.P., Peter G.
Peterson and Stephen A. Schwarzman.

Addresses: The principal business office address of each of
the reporting persons above, except for Blackstone
CCC Offshore Capital Partners L.P., is 345 Park
Avenue, 31st Floor, New York, New York 10154. The
principal business office address of Blackstone
CCC Offshore Capital Partners L.P. is c/o
Blackstone Services (Cayman) LDC c/o Hemisphere
Management (Cayman) Ltd., Zephyr House, Mary
Street, 5th Floor, Georgetown, Grand Cayman,
Cayman Islands.

Signatures:

BLACKSTONE CCC CAPITAL PARTNERS L.P.

By: Blackstone Management Associates III L.L.C.,
its general partner

By: /s/ Chinh E. Chu

Name: Chinh E. Chu

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Title: Senior Managing Director

Page 4 of 5

FORM 4 (continued)

BLACKSTONE CCC OFFSHORE CAPITAL PARTNERS L.P.

By: Blackstone Management Associates III L.L.C.,
its general partner

By: /s/ Chinh E. Chu

Name: Chinh E. Chu
Title: Senior Managing Director

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP III L.P.

By: Blackstone Management Associates III L.L.C.,
its general partner

By: /s/ Chinh E. Chu

Name: Chinh E. Chu
Title: Senior Managing Director

/s/ Peter G. Peterson

PETER G. PETERSON

/s/ Stephen A. Schwarzman

STEPHEN A SCHWARZMAN

Page 5 of 5