

SIRIUS XM RADIO INC.
Form DEFA14A
November 04, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Sirius XM Radio Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SIRIUS XM RADIO INC.

**** IMPORTANT NOTICE ****

Regarding the Availability of Proxy Materials

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020

Stockholder Meeting to be held on December 18, 2008

Proxy Materials Available

· Annual Report, Notice of Annual Meeting and Proxy Statement

PROXY MATERIALS VIEW OR RECEIVE You can choose to view the materials online or receive a paper or e-mail copy. There is **NO** charge for requesting a copy. Requests, instructions and other inquiries will **NOT** be forwarded to your investment advisor. To facilitate timely delivery please make the request as instructed below on or before **11/04/08**.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

1) BY INTERNET www.proxyvote.com 2) BY TELEPHONE 1-800-579-1639 3) BY E-MAIL*
sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual

Meeting Date: December 18, 2008

Meeting Time: 9:00 A.M. EST

For holders as of: October 20, 2008

Meeting Location:

The Equitable Center

787 7th Avenue

New York, NY 10019

Meeting Directions:

For meeting directions, please go to website:

www.epgny.com/directions.html

How To Vote

Vote In Person Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares. **Vote By Internet** To vote *now* by Internet, go to **WWW.PROXYVOTE.COM**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting items

The Board of Directors recommends a vote FOR Proposals 1, 2, 3 and 4.

1. Election of Directors

Nominees:

01) Joan L. Amble 07) Mel Karmazin 02) Leon D. Black 08) John W. Mendel 03) Lawrence F. Gilberti
09) James F. Mooney 04) Eddy W. Hartenstein 10) Gary M. Parsons 05) James P. Holden 11) Jack Shaw
06) Chester A. Huber, Jr. 12) Jeffrey D. Zients

2. To approve an amendment to our certificate of incorporation to increase the number of authorized shares of our common stock from 4,500,000,000 to 8,000,000,000 shares.

3. To approve an amendment to our certificate of incorporation to (i) effect a reverse stock split of our common stock by a ratio of not less than one-for-ten and not more than one-for-fifty at any time prior to December 31, 2009, with the exact ratio to be set at a whole number within this range to be determined by our board of directors in its discretion, and (ii) reduce the number of authorized shares of our common stock as set forth in our proxy statement.

4. To ratify the appointment of KPMG LLP as our registered public accountants for 2008.