

SIRIUS XM RADIO INC.  
Form 8-K  
May 22, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 22, 2012

**SIRIUS XM RADIO INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware                      001-34295                      52-1700207  
(State or other Jurisdiction)    (Commission File Number)

of Incorporation)

(I.R.S.  
Employer

Identification  
No.)

**1221 Avenue of the Americas, 36<sup>th</sup> Fl., New York, NY 10020**

(Address of Principal Executive Offices)

(Zip  
Code)

Registrant's telephone number, including area code: **(212) 584-5100**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure**

On May 22, 2012, Mel Karmazin, our Chief Executive Officer, spoke to stockholders at our 2012 Annual Meeting of Stockholders. A copy of the slides used during his presentation to stockholders are attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

Pursuant to General Instruction B.2. to Form 8-K, the information set forth in this Item 7.01, including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The Exhibit Index attached hereto is incorporated herein.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIRIUS XM RADIO INC.

By: /s/ Patrick L. Donnelly  
Patrick L. Donnelly

Executive Vice President, General

Counsel and Secretary

Dated: May 22, 2012

**EXHIBITS**

**Description of Exhibit**

Exhibit

Presentation slides dated May 22, 2012 for 2012 Annual Meeting of Stockholders

99.1