

6.	Citizenship or Place of Organization Delaware			
	7.	Sole Voting Power 3,298,774,821(1)		
Number of Shares Beneficially	8.	Shared Voting Power None		
Owned by Each Reporting Person With	9.	Sole Dispositive Power 3,298,774,821 (1)		
	10.	Shared Dispositive Power None		
11.	Aggregate A 3,298,774,8	Amount Beneficially Owned by Each Reporting Person 21		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) × Excludes shares beneficially owned by the executive officers and directors of Liberty.			
13.	Percent of Class Represented by Amount in Row (11) 50.25%(2)			
14.	Type of Reporting Person (See Instructions) CO			

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

(2) Based on shares of Common Stock outstanding as of January 16, 2013, as provided by the Issuer and as adjusted to reflect the issuance of shares in the Conversion and the shares issuable upon exchange of the Exchange Notes (See Item 1).

2

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

Statement of

LIBERTY MEDIA CORPORATION (f/k/a Liberty Spinco, Inc.)

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

in respect of

SIRIUS XM RADIO INC.

Item 1. Security and Issuer

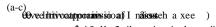
The class of equity securities to which this statement on Schedule 13D (this 'Statement'') relates is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock, par value \$0.001 per share ('Common Stock'), this is the common stock of the

Liberty Media Corporation (formerly known as Liberty Spinco, Inc., the 'Reptoping dre Non" or "Liberty") is filing this statement to report (A) its indirect acquisition from the Normal tabular (formerly known as Liberty Media Corporation) of beneficial ownership, as a resul ES

Notes") beneficially owned by the Reporting Person), (B) its acquisition of 50,000,000 shares of Common Stock in a block purchase on January 15, 2013, and (C) the conversion (the Conversion) in January 18, 2013, by Liberty Radio, LLC, a wholly owned subsidiary of Liberty (Purchaser"), of 6,250,100 shares of the B-1 Preferred Stock into 1,293,509,076 shares of Common Stock. Each share of B-1 Preferred Stock was convertible, at the option of the holder, into 206.9581409 shares of Common Stock. As a result of the Conversion, there are no shares of B-1 Preferred Stock outstanding and Purchaser ceased to have any rights (including any consent rights) under the Certificate of Designations for the B-1 Preferred Stock.

The principal pixer2tive foldifice)s of the Issuer are located at 1221 Avenue of the Americas, 36th Floor, New York, New York, 10020.

Item 2. Identity and Background



THE TENTED TO THE THE PROPERTY OF THE PROPERTY

substantially the same terms as such equity securities issued or sold, up to an amount sufficient for Purchaser to maintain its then current pro rata equity interest in the Issuer	Š
	•

ASSISTANT SECRETARY'S CERTIFICATE (Liberty Media Corporation)

I, Ruth Huff, Assistant Secretary of Liberty Media Corporation (formerly known as Liberty Spinco, Inc., the "Corporation"), do hereby certify as follows:

Each of Craig Troyer and Pamela Coe has been and is now a duly elected and qualified Vice President of the Corporation. Pursuant to the Corporation's organization documents and as authorized by the Corporation's board of directors, officers of the Corporation with the title of Vice President, Senior Vice President or Executive Vice President have the authority, on behalf of the Corporation, to execute and file reports, schedules and forms with regulatory agencies, including, without limitation, the United States Securities and Exchange Commission.

IN WITNESS WHEREOF, I have executed this certificate as of the 22nd day of January, 2013.

/s/ Ruth Huff	
Ruth Huff, Assistant Secretary	