
6.	Citizenship or Place of Organization Delaware
7.	Sole Voting Power 3,298,774,821(1)
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power None
	9. Sole Dispositive Power 3,298,774,821 (1)
	10. Shared Dispositive Power None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,298,774,821
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> 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).

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**") of Liberty Media Corporation, a Delaware corporation (the "Issuer").

Liberty Media Corporation (formerly known as Liberty Spinco, Inc., the "**Reporting Person**" or "**Liberty**") is filing this statement to report (A) its indirect acquisition from **Stanz** (formerly known as Liberty Media Corporation) of beneficial ownership, as a result ES

The Issuer issued on October 15, 2011 an aggregate principal amount of the Issuer's 7% Exchangeable Senior Subordinated Notes due 2014 (the "Exchange 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") by 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 executive offices of the Issuer are located at 1221 Avenue of the Americas, 36th Floor, New York, New York, 10020.

Item 2. Identity and Background

(a-c) ~~Executive Compensation~~ (a) Name (b) Position (c) Term of Appointment

The Issuer is a subsidiary of Liberty Media Corporation, a Delaware corporation, which is a holding company with interests in various entertainment businesses and investments. Liberty Media Corporation is a publicly traded company and its common stock is listed on the New York Stock Exchange under the symbol "LMCA".

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 Issuers

[Redacted content]

**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
