

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

SIRIUS XM RADIO INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

82967N108

(CUSIP Number)

Richard N. Baer, Esq.
Senior Vice President and General Counsel
Liberty Media Corporation
12300 Liberty Boulevard
Englewood, CO 80112
(720) 875-5400

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

October 9, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1(f) or 13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act if it is prepared solely for the purpose of complying with this Act.

	7.	Sole Voting Power 3,298,774,821 shares (1), (2)
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power None
	9.	Sole Dispositive Power 3,298,774,821 shares (1), (2)
	10.	Shared Dispositive Power None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,298,774,821 shares (1), (2)	
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 the Reporting Person.	
13.	Percent of Class Represented by Amount in Row (11) 53.13% (3)	
14.	Type of Reporting Person (See Instructions) CO	

(1) Sole voting power and dispositive power of such shares is held indirectly through control of wholly-owned subsidiaries of Liberty Media Corporation.
(2) Includes 719,919,656 shares of Common Stock pledged in connection with a margin loan agreement. See Item 6.
(3) Based on shares of Common Stock outstanding as of July 24, 2013, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

