

SIRIUS XM RADIO INC.  
Form 8-K  
May 27, 2011

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

**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 27, 2011 (May 25, 2011)**  
**SIRIUS XM RADIO INC.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34295**  
(Commission File Number)

**52-1700207**  
(I.R.S. Employer  
Identification No.)

**1221 Avenue of the Americas, 36th Fl., New York,  
NY**

**10020**  
(Zip Code)

(Address of Principal Executive Offices)

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

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 5.07. Submission of Matters to a Vote of Security Holders.**

On Wednesday, May 25, 2011, we held our annual meeting of stockholders. At the annual meeting, stockholders voted on the matters disclosed in our definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 14, 2011 (the Proxy Statement). The final voting results for each matter submitted to a vote of stockholders are as follows:

*Item 1 Election of Directors*

At the annual meeting, the holders of our common stock elected the persons listed below as common stock directors.

|                      | <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|----------------------|-----------------------|---------------------------|--------------------|-------------------------|
| Joan L. Amble        | 1,033,670,462         | 268,500,999               | 8,499,136          | 2,157,401,390           |
| Leon D. Black        | 759,237,162           | 543,010,605               | 8,422,830          | 2,157,401,390           |
| Lawrence F. Gilberti | 1,073,332,626         | 228,670,153               | 8,667,818          | 2,157,401,390           |
| Eddy W. Hartenstein  | 1,075,373,830         | 226,690,523               | 8,606,244          | 2,157,401,390           |
| James P. Holden      | 1,076,452,675         | 225,661,160               | 8,556,762          | 2,157,401,390           |
| Mel Karmazin         | 1,081,114,894         | 224,414,652               | 5,141,051          | 2,157,401,390           |
| James F. Mooney      | 1,044,684,949         | 257,696,879               | 8,288,769          | 2,157,401,390           |
| Jack Shaw            | 1,076,168,367         | 226,506,401               | 7,995,829          | 2,157,401,390           |

Our Convertible Perpetual Preferred Stock, Series B-1 (the Series B-1 Preferred Stock), does not have the right to vote with the holders of our common stock on the election of common stock directors. The holder of the Series B-1 Preferred Stock is entitled to designate and elect members of our board of directors pursuant to the Certificate of Designations of the Series B-1 Preferred Stock. The holder of the Series B-1 Preferred Stock has designated John C. Malone, Gregory B. Maffei, David J.A. Flowers, Carl E. Vogel and Vanessa A. Wittman to serve as members of our board of directors until their successors are duly elected and qualified.

*Item 2 Ratification of Appointment of KPMG LLP as Independent Registered Public Accountants*

The holders of our common stock and our Series B-1 Preferred Stock, voting together as a single class, ratified the appointment of KPMG LLP as our independent registered public accountants.

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Abstentions</b> |
|-----------------------|---------------------------|--------------------|
| 6,000,919,418         | 28,511,021                | 25,618,310         |

*Item 3 Advisory Vote on Executive Compensation*

The holders of our common stock and our Series B-1 Preferred Stock, voting together as a single class, approved, in a non-binding advisory vote, the compensation paid to our named executive officers as disclosed in the Proxy Statement.

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 3,842,151,766         | 40,842,198                | 14,653,395         | 2,157,401,390           |

*Item 4 Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation*

The holders of our common stock and our Series B-1 Preferred Stock, voting together as a single class, in a non-binding advisory vote, voted on whether a stockholder vote to approve the compensation paid to our named executive officers should occur every one, two or three years as set forth in the table below.

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|--------------------|-------------------------|
| 598,527,914   | 17,666,617     | 3,270,535,768  | 10,917,060         | 2,157,401,390           |

In light of such vote, and consistent with our recommendation, we intend to include an advisory stockholder vote to approve the compensation paid to our named executive officers every three years until the next required vote on the frequency of stockholder votes on the compensation of named executive officers. We are required to hold votes on frequency every six years.

**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 thereunto duly authorized.

SIRIUS XM RADIO INC.

By: /s/ Patrick L. Donnelly  
Patrick L. Donnelly  
Executive Vice President, General  
Counsel and Secretary

Dated: May 27, 2011

4