SIRIUS SATELLITE RADIO INC
Form 10-Q
May 12, 2008

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2008
Commission file number 0-24710

SIRIUS SATELLITE RADIO INC.
(Exact name of registrant as specified in its charter)

Delaware	**52-1700207**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1221 Avenue of the Americas, 36th Floor
New York, New York 10020
(Address of principal executive offices)
(Zip code)
212-584-5100
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ Accelerated filer o Non-accelerated filer o Smaller reporting company o
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes o No þ

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Common Stock, $0.001 par value	1,499,315,416 shares
(Class)	**(Outstanding as of May 7, 2008)**

SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)

	For the Three Months Ended March 31,	
	2008	**2007**
Revenue:		
Subscriber revenue, including effects of rebates	$ 255,640	$ 190,796
Advertising revenue, net of agency fees	8,408	6,721
Equipment revenue	6,063	4,671
Other revenue	239	1,849
Total revenue	270,350	204,037
Operating expenses (excludes depreciation shown separately below) (1):		
Cost of services:		
Satellite and transmission	7,822	7,986
Programming and content	61,692	59,998
Revenue share and royalties	42,320	27,134
Customer service and billing	26,922	21,853
Cost of equipment	7,588	6,458
Sales and marketing	38,467	40,996
Subscriber acquisition costs	89,824	100,117
General and administrative	48,778	35,343
Engineering, design and development	8,656	12,411
Depreciation	26,906	26,786
Total operating expenses	358,975	339,082
Loss from operations	(88,625)	(135,045)
Other income (expense):		
Interest and investment income	2,802	6,042
Interest expense, net of amounts capitalized	(17,675)	(15,192)
Other (expense) income	(77)	5
Total other expense	(14,950)	(9,145)
Loss before income taxes	(103,575)	(144,190)
Income tax expense	(543)	(555)
Net loss	$ (104,118)	$ (144,745)
Net loss per share (basic and diluted)	$ (0.07)	$ (0.10)
Weighted average common shares outstanding (basic and diluted)	1,475,496	1,457,011

(1) Amounts related to stock-based compensation included in operating expenses were as follows:

Satellite and transmission	$	797	$	656
Programming and content		2,789		2,935
Customer service and billing		276		199
Sales and marketing		5,240		5,644
Subscriber acquisition costs		14		1,880
General and administrative		11,998		11,940
Engineering, design and development		1,148		1,006
Total stock-based compensation	$	22,262	$	24,260

See Notes to Unaudited Consolidated Financial Statements

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	March 31, 2008 (Unaudited)	December 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 252,508	$ 438,820
Marketable securities	461	469
Accounts receivable, net of allowance for doubtful accounts of $2,975 and $4,608 at March 31, 2008 and December 31, 2007, respectively	22,743	44,068
Receivables from distributors	69,992	60,004
Inventory, net	25,344	29,537
Prepaid expenses	34,779	31,392
Restricted investments	35,000	35,000
Other current assets	17,937	39,567
Total current assets	458,764	678,857
Property and equipment, net	798,852	806,263
FCC license	83,654	83,654
Restricted investments, net of current portion	21,000	18,000
Deferred financing fees	11,785	13,864
Other long-term assets	95,768	93,511
Total assets	$ 1,469,823	$ 1,694,149
LIABILITIES AND STOCKHOLDERS DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 320,897	$ 464,943
Accrued interest	12,626	24,772
Deferred revenue	561,710	548,330
Current maturities of long-term debt	304,749	35,801
Total current liabilities	1,199,982	1,073,846
Long-term debt	977,994	1,278,617
Deferred revenue, net of current portion	111,857	110,525
Other long-term liabilities	19,424	23,898
Total liabilities	2,309,257	2,486,886
Commitments and contingencies (Note 11)		
Stockholders deficit:		
Common stock, $0.001 par value: 2,500,000,000 shares authorized, 1,499,138,083 and 1,471,143,570 shares issued and outstanding at March 31, 2008 and December 31, 2007, respectively	1,499	1,471
Additional paid-in capital	3,662,157	3,604,764
Accumulated deficit	(4,503,090)	(4,398,972)

Total stockholders deficit		(839,434)		(792,737)
Total liabilities and stockholders deficit	$	1,469,823	$	1,694,149

See Notes to Unaudited Consolidated Financial Statements

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDER S DEFICIT
(In thousands, except share and per share amounts)
(Unaudited)

	Common Stock		Additional Paid-In	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balances, December 31, 2007	1,471,143,570	$ 1,471	$ 3,604,764	$ (4,398,972)	$ (792,737)
Net loss				(104,118)	(104,118)
Issuance of common stock to employees and employee benefit plans	4,532,344	5	11,430		11,435
Compensation in connection with the issuance of stock-based awards			13,897		13,897
Exercise of options, $2.69 to $3.36 per share	62,335		840		840
Exercise of warrants, $2.392 per share	899,836	1	(1)		
Exchange of 3 1/2% Convertible Notes due 2008, including accrued interest	22,499,998	22	31,227		31,249
Balances, March 31, 2008	1,499,138,083	$ 1,499	$ 3,662,157	$ (4,503,090)	$ (839,434)

See Notes to Unaudited Consolidated Financial Statements

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

	For the Three Months Ended March 31,	
	2008	**2007**
Cash flows from operating activities:		
Net loss	$ (104,118)	$ (144,745)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	26,906	26,786
Non-cash interest expense	1,004	754
Provision for doubtful accounts	2,560	2,088
Gain on disposal of assets		(4)
Stock-based compensation	22,262	24,260
Deferred income taxes	543	555
Changes in operating assets and liabilities:		
Accounts receivable	18,765	6,639
Inventory	4,193	(473)
Receivables from distributors	(9,988)	(7,569)
Prepaid expenses and other current assets	14,256	(9,173)
Other long-term assets	3,256	(23)
Accounts payable and accrued expenses	(116,741)	(47,811)
Accrued interest	(11,885)	(11,763)
Deferred revenue	14,712	21,731
Other long-term liabilities	(5,017)	7,702
Net cash used in operating activities	(139,292)	(131,046)
Cash flows from investing activities:		
Additions to property and equipment	(39,225)	(12,458)
Sales of property and equipment		96
Purchases of restricted and other investments	(3,000)	(310)
Sale of investments	5,000	
Merger related costs	(10,018)	(2,901)
Sales of available-for-sale securities	8	10,850
Net cash used in investing activities	(47,235)	(4,723)
Cash flows from financing activities:		
Repayment of long-term borrowings	(625)	
Proceeds from exercise of stock options	840	1,510
Net cash provided by financing activities	215	1,510
Net decrease in cash and cash equivalents	(186,312)	(134,259)

Cash and cash equivalents at the beginning of period	438,820	393,421
Cash and cash equivalents at the end of period	$ 252,508	$ 259,162

See Notes to Unaudited Consolidated Financial Statements

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)

	For the Three Months Ended March 31,	
	2008	**2007**
Supplemental Disclosure of Cash and Non-Cash Flow Information		
Interest, net of amounts capitalized	$28,554	$26,200
Income taxes	3	123
Non-cash operating activities:		
Common stock issued in satisfaction of accrued compensation	8,729	7,949
Non-cash investing and financing activities:		
Common stock issued in exchange of 3 1/2% Convertible Notes due 2008, including accrued interest	31,249	902
Common stock issued in exchange of 2 1/2% Convertible Notes due 2009, including accrued interest		2
Common stock issued to third parties		82,941

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(Dollar amounts in thousands, unless otherwise stated)

1. Business

We are a satellite radio provider in the United States. We offer over 130 channels to our subscribers 69 channels of 100% commercial-free music and 65 channels of sports, news, talk, entertainment, data and weather for a monthly subscription fee of $12.95.

We broadcast through our proprietary satellite radio system, which currently consists of three orbiting satellites, 124 terrestrial repeaters that receive and retransmit our signal, a satellite uplink facility and our studios. Subscribers receive our service through SIRIUS radios, which are sold by automakers, consumer electronics retailers, mobile audio dealers and through our website. Subscribers can also receive our music channels and certain other channels over the Internet. As of March 31, 2008, we had 8,644,319 subscribers.

SIRIUS Canada Inc., a Canadian corporation owned by us, Canadian Broadcasting Corporation and Slaight Communications Ltd. offers a satellite radio service in Canada. SIRIUS Canada offers 110 channels of commercial-free music and news, sports, talk and entertainment programming, including 11 channels of Canadian content. Subscribers to the SIRIUS Canada service are not included in our subscriber count.

On February 19, 2007, we and XM Satellite Radio Holdings Inc. (XM Radio) entered into an Agreement and Plan of Merger (the Merger Agreement), pursuant to which we and XM Radio will combine our businesses through a merger of XM Radio and a newly formed, wholly owned subsidiary of ours (the Merger). Our Board of Directors and stockholders, and the Board of Directors and stockholders of XM Radio, have approved the Merger and the Merger Agreement. On March 24, 2008, the U.S. Department of Justice informed us that it ended its investigation into the Merger, that it has concluded that the Merger is not anti-competitive, and that it will allow the transaction to proceed. The Merger is still subject, among other conditions, to approval of the Federal Communications Commission.

2. Principles of Consolidation and Basis of Presentation

The accompanying unaudited consolidated financial statements of Sirius Satellite Radio Inc. and subsidiaries have been prepared in accordance with U.S. generally accepted accounting principles and the instructions to Form 10-Q and Article 10 of Regulation S-X for interim financial reporting. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. All intercompany transactions have been eliminated in consolidation.

In presenting unaudited consolidated financial statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Estimates, by their nature, are based on judgment and available information. Actual results could differ from those estimates. In the opinion of management, all normal recurring adjustments necessary for a fair presentation of the consolidated financial statements as of March 31, 2008 and for the three months ended March 31, 2008 and 2007 have been recorded. The results of operations for the three months ended March 31, 2008 are not necessarily indicative of the results that may be expected for the full year. Our unaudited consolidated financial statements should be read together with our consolidated financial statements and footnotes contained in our Annual Report on Form 10-K for the year ended December 31, 2007.

3. Summary of Significant Accounting Policies

Revenue Recognition

Revenue from subscribers consists of subscription fees; revenue derived from our agreement with Hertz; non-refundable activation fees; and the effects of rebates. We recognize subscription fees as our service is provided to a subscriber. We record deferred revenue for prepaid subscription fees and amortize these prepayments to revenue ratably over the term of the respective subscription plan.

At the time of sale, vehicle owners purchasing or leasing a vehicle with a subscription to our service typically receive between a six month and one year prepaid subscription. We receive payment from automakers for these subscriptions in advance of our service being activated. Such prepayments are recorded to deferred revenue and amortized ratably over the service period upon activation and sale to a customer. We also reimburse automakers for certain costs associated with the SIRIUS radio installed in the applicable vehicle at the time the vehicle is manufactured. The associated payments to the automakers are included in subscriber acquisition costs. Although we

receive payments from the automakers, they do not resell our service; rather, automakers facilitate the sale of our service to our customers, acting

SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued
(Dollar amounts in thousands, unless otherwise stated)

similar to an agent. We believe this is the appropriate characterization of our relationship since we are responsible for providing service to our customers including being obligating to the customer if there was interruption of service.

Activation fees are recognized ratably over the estimated term of a subscriber relationship, currently estimated to be 3.5 years. The estimated term of a subscriber relationship is based on market research and management s judgment and, if necessary, will be refined in the future.

As required by Emerging Issues Task Force (EITF) No. 01-09, Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor s Products), an estimate of rebates that are paid by us directly to subscribers is recorded as a reduction to revenue in the period the subscriber activates our service. For certain rebate promotions, a subscriber must remain active for a specified period of time to be considered eligible. In those instances, such estimate is recorded as a reduction to revenue over the required activation period. We estimate the effects of mail-in rebates based on actual take-rates for rebates offered in prior periods, adjusted as deemed necessary based on take-rate data available at the time. In subsequent periods, estimates are adjusted when necessary. For instant rebate promotions, we have recorded the consideration paid to the consumer as a reduction to revenue in the period the customer participated in the promotion.

In September 2006, the FASB issued EITF No. 06-01, Accounting for Consideration Given by a Service Provider to Manufacturers or Resellers of Equipment Necessary for an End-Customer to Receive Service from the Service Provider. The EITF concluded that if consideration given by a service provider to a third-party manufacturer or reseller that is not the service provider s customer can be linked contractually to the benefit received by the service provider s customer, a service provider should account for the consideration in accordance with EITF No. 01-09, Accounting for Consideration Given by a Vendor to a Customer. EITF No. 06-01 is effective for annual reporting periods beginning after June 15, 2007. We adopted EITF No. 06-01 for the year ended December 31, 2007.

We recognize revenues from the sale of advertising on some of our non-music channels as the advertising is broadcast. Agency fees are calculated based on a stated percentage applied to gross billing revenue for our advertising inventory and are reported as a reduction of advertising revenue. We pay certain third parties a percentage of advertising revenue. Advertising revenue is recorded gross of such revenue share payments in accordance with EITF No. 99-19, Reporting Revenue Gross as a Principal versus Net as an Agent, as we are the primary obligor in the transaction. Advertising revenue share is recorded in the period the advertising is broadcast.

Equipment revenue from the direct sale of SIRIUS radios and accessories is recognized upon shipment. Shipping and handling costs billed to customers are recorded as revenue. Shipping and handling costs associated with shipping goods to customers are recorded to cost of equipment.

EITF No. 00-21, Accounting for Revenue Arrangements with Multiple Deliverables, provides guidance on how and when to recognize revenues for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. Revenue arrangements with multiple deliverables are required to be divided into separate units of accounting if the deliverables in the arrangement meet certain criteria. Arrangement consideration must be allocated among the separate units of accounting based on their relative fair values.

We have determined that the sale of our service through our direct to consumer channel with accompanying equipment constitutes a revenue arrangement with multiple deliverables. In these types of arrangements, fair value of all deliverables is determined and then allocated to each element based on their relative fair value; amounts received for equipment are recognized as equipment revenue; amounts received for service are recognized as subscription revenue; and amounts received for the non-refundable, up-front activation fees that are not contingent on the delivery of the service are allocated to equipment revenue. Activation fees are recorded to equipment revenue only to the extent that the aggregate equipment and activation fee proceeds do not exceed the fair value of the equipment. Any activation fees not allocated to the equipment are deferred upon activation and recognized as subscriber revenue on a straight-line basis over the estimated term of a subscriber relationship.

Stock-Based Compensation

We account for stock-based compensation in accordance with SFAS No. 123 (revised 2004), Share-Based Payment (SFAS No. 123R). The stock-based compensation cost recognized includes compensation cost for all stock-based awards granted to employees and members of our board of directors (i) prior to, but not vested as of, January 1, 2006 based on the grant date fair value originally estimated in accordance with the provisions of SFAS No. 123, Accounting for Stock-Based Compensation, and (ii) subsequent to December 31, 2005 based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123R.

SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued
(Dollar amounts in thousands, unless otherwise stated)

Compensation cost under SFAS No. 123R is recognized ratably using the straight-line attribution method over the expected vesting period.

SFAS No. 123R requires forfeitures to be estimated on the grant date and revised in subsequent periods if actual forfeitures differ from those estimates. Prior to the adoption of SFAS No. 123R we accounted for forfeitures as they occurred.

Pursuant to SFAS No. 123R, we recognized $17,601 and $16,935 of compensation cost for stock-based awards granted to employees and members of our board of directors for the three months ended March 31, 2008 and 2007, respectively. Total unrecognized compensation related to unvested stock-based awards granted to employees and members of our board of directors at March 31, 2008, net of estimated forfeitures, is $102,541 and is expected to be recognized over a weighted-average period of three years.

We account for stock-based awards granted to non-employees, other than non-employee members of our board of directors, at fair value in accordance with SFAS No. 123R and SEC guidance contained in Staff Accounting Bulletin (SAB) No. 107. The fair value of equity instruments granted to non-employees is measured in accordance with EITF No. 96-18, Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services. The final measurement date of equity instruments with performance criteria is the date that each performance commitment for such equity instrument is satisfied or there is a significant disincentive for non-performance.

Stock-based awards granted to employees, non-employees and members of our board of directors generally include warrants, stock options, restricted stock and restricted stock units.

We estimate the fair value of stock-based awards using the Black-Scholes option valuation model (Black-Scholes). Black-Scholes was developed to estimate the fair market value of traded options, which have no vesting restrictions and are fully transferable. Option valuation models require the input of highly subjective assumptions. Because our stock-based awards have characteristics significantly different from those of traded options and because changes in the subjective assumptions can materially affect the fair market value estimate, existing option valuation models do not necessarily provide a reliable single measure of the fair value of our stock-based awards.

Fair value determined using Black-Scholes varies based on assumptions used for the expected life, expected stock price volatility and risk-free interest rates. We estimate the fair value of awards granted using the implied volatility of actively traded options on our stock. The expected life assumption represents the weighted-average period stock-based awards are expected to remain outstanding. These expected life assumptions are established through a review of historical exercise behavior of stock-based award grants with similar vesting periods. Where historical patterns do not exist contractual terms are used. The risk-free interest rate represents the daily treasury yield curve rate at the reporting date based on the closing market bid yields on actively traded U.S. treasury securities in the over-the-counter market for the expected term. Our assumptions may change in future periods.

The following table summarizes the weighted-average assumptions used to compute reported stock-based compensation to employees and members of our board of directors for the periods set forth below:

SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued
(Dollar amounts in thousands, unless otherwise stated)

	For the Three Months Ended March 31,	
	2008	**2007**
Risk-free interest rate	2.6%	4.8%
Expected life of options years	4.06	4.45
Expected stock price volatility	80%	60%
Expected dividend yield	N/A	N/A

The following table summarizes the range of assumptions used to compute reported stock-based compensation to third parties, other than non-employee members of our board of directors, for the periods set forth below:

	For the Three Months Ended March 31,	
	2008	**2007**
Risk-free interest rate	1.6-2.5%	4.5-4.9%
Expected life of options years	2.0-4.08	2.50-8.91
Expected stock price volatility	80%	60%
Expected dividend yield	N/A	N/A

SFAS No. 123R requires such realized tax benefits to be presented as part of cash flows from financing activities. No income tax benefits have been realized from stock option exercises during the three months ended March 31, 2008 and 2007 because a valuation allowance was maintained for all net deferred tax assets.

Subscriber Acquisition Costs

Subscriber acquisition costs include hardware subsidies paid to radio manufacturers, distributors and automakers, including subsidies paid to automakers who include a SIRIUS radio and a prepaid subscription to our service in the sale or lease price of a new vehicle; subsidies paid for chip sets and certain other components used in manufacturing radios; device royalties for certain SIRIUS radios; commissions paid to retailers and automakers as incentives to purchase, install and activate SIRIUS radios; product warranty obligations; provisions for inventory allowance; and compensation costs associated with stock-based awards granted in connection with certain distribution agreements. The majority of subscriber acquisition costs are incurred in advance of acquiring a subscriber. Subscriber acquisition costs do not include advertising, loyalty payments to distributors and dealers of SIRIUS radios and revenue share payments to automakers and retailers of SIRIUS radios. Subscriber acquisition costs also do not include amounts capitalized in connection with our agreement with Hertz, as we retain ownership of certain SIRIUS radios used by Hertz.

Subsidies paid to radio manufacturers and automakers are expensed upon shipment or installation. Commissions paid to retailers and automakers are expensed either upon activation or sale of the SIRIUS radio. Chip sets that are shipped to radio manufacturers and held on consignment are recorded as inventory and expensed as subscriber acquisition costs when placed into production by radio manufacturers. Costs for chip sets not held on consignment are expensed as subscriber acquisition costs when the chip sets are shipped to radio manufacturers.

We record product warranty obligations in accordance with Financial Accounting Standards Board Interpretation (FIN) No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, an interpretation of FASB Statements No. 5, 57, and 107 and rescission of FASB Interpretation No. 34. FIN No. 45 requires a guarantor to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken by issuing the guarantee. We warrant that certain products sold through our retail and direct to consumer distribution channels will perform in all material respects in accordance with specifications in effect at the time of the purchase of the products by the customer. We provide a 12-month warranty on our products from purchase date for repair or replacement of components and/or products that contain defects of

material or workmanship. Customers may exchange products directly to the retailer within 30 days of purchase. We record a liability for an estimate of costs that we expect to incur under our warranty when the product is shipped from the manufacturer. Factors affecting our warranty liability include the number of units sold and historical and anticipated rates of claims and costs per claim. We periodically assess the adequacy of our warranty liability based on changes in these factors.

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued
(Dollar amounts in thousands, unless otherwise stated)

The following table reconciles the beginning and ending aggregate product warranty liability:

Balance, December 31, 2007	$ 2,536
Accrual for warranties issued during the period	2,010
Settlements during the period	(1,609)
Balance, March 31, 2008	$ 2,937

Research and Development Costs

Research and development costs are expensed as incurred. Research and development costs for the three months ended March 31, 2008 and 2007 were $7,836 and $10,050, respectively. These costs are included in engineering, design and development expenses in our accompanying unaudited consolidated statements of operations.

Income Taxes

We account for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes and FIN No. 48, Accounting for Uncertainty in Income Taxes. Deferred income taxes are recognized for the tax consequences related to temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax purposes at each year-end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is established when necessary based on the weight of available evidence if it is considered more likely than not that all or some portion of the deferred tax assets will not be realized. Income tax expense is the sum of current income tax plus the change in deferred tax assets and liabilities.

Net Loss Per Share

We compute net loss per share in accordance with SFAS No. 128, Earnings Per Share. Basic net loss per share is calculated using the weighted average common shares outstanding during each reporting period. Diluted net loss per share adjusts the weighted average common shares outstanding for the potential dilution that could occur if common stock equivalents (convertible debt, warrants, stock options and restricted stock units) were exercised or converted into common stock. Common stock equivalents of approximately 151,000,000 and 167,000,000 for the three months ended March 31, 2008, and 2007, respectively, were not considered in the calculation of diluted net loss per share as the effect would have been anti-dilutive.

Inventory

Inventory consists of finished goods, refurbished goods, chip sets and other raw material components used in manufacturing SIRIUS radios. Inventory is stated at the lower of cost, determined on a first-in, first-out basis, or market. We record an estimated adjustment for inventory that is considered slow moving and obsolete or whose carrying value is in excess of net realizable value. The provision related to product purchased for our direct to consumer distribution channel is recorded to cost of equipment in our unaudited consolidated statements of operations. The remaining provision is recorded to subscriber acquisition costs in our unaudited consolidated statements of operations.

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SIRIUS SATELLITE RADIO INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Continued
(Dollar amounts in thousands, unless otherwise stated)

Inventory, net consists of the following:

	March 31, 2008	December 31, 2007
Raw materials	$ 12,030	$ 9,987
Finished goods	13,314	19,550
Total inventory	$ 25,344	$ 29,537

Investments

Our investments consist of the following:

	March 31, 2008	December 31, 2007
Marketable securities	$ 461	$ 469
Restricted investments	56,000	53,000
Investment, stated at cost		
Total investments	$ 56,461	$ 53,469

Marketable Securities

We account for marketable securities in accordance with the provisions of SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities. Marketable securities consist of certificates of deposit. As of March 31, 2008 and December 31, 2007 certificates of deposit were $461 and $469, respectively. The basic objectives of our investment policy are the preservation of capital, maintaining sufficient liquidity to meet operating requirements and maximizing yield. We classify our marketable securities as available-for-sale securities. Available-for-sale securities are carried at fair market value. Unrealized gains and losses are included in accumulated other comprehensive (loss) income as a separate component of stockholders equity. Realized gains and losses, dividends and interest income, including amortization of the premium and discount arising at purchase, are included in interest and investment income. The specific-identification method is used to determine the cost of all securities and the basis by which amounts are reclassified from accumulated comprehensive (loss) income into earnings.

We received proceeds from the sale or maturity of marketable securities of $8 and $10,850 for the three months ended March 31, 2008 and 2007, respectively. There were no unrealized holding gains or losses on marketable securities as of March 31, 2008 and December 31, 2007.

Restricted Investments

As of March 31, 2008 and December 31, 2007, short-term restricted investments were $35,000 and primarily included certificates of deposit placed in escrow for the benefit of a third party pursuant to a programming agreement.

As of March 31, 2008 and December 31, 2007, long-term restricted investments were $21,000 and $18,000, respectively, and primarily included certificates of deposit and money market funds deposited in escrow for the benefit of third parties pursuant to programming agreements and certificates of deposit placed in escrow to secure our reimbursement obligations under letters of credit issued for the benefit of lessors of our office space.

Investment, stated at cost

In September 2006, we invested in a third party for strategic purposes. We accounted for this investment under the cost method. We terminated our investment in this third party in 2008 and our original investment was returned in

March 2008. The carrying value of our investment was $0 as of March 31, 2008. $5,000 was classified as a receivable in other current assets as of December 31, 2007.

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Equity Method Investment

We have a 49.9% economic interest in SIRIUS Canada. Our investment in SIRIUS Canada is recorded using the equity method since we have significant influence, but less than a controlling voting interest. Under this method, our investment in SIRIUS Canada, originally recorded at cost, is adjusted to recognize our share of net earnings or losses as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments to fund SIRIUS Canada. Our share of net earnings or losses of SIRIUS Canada is recorded to equity in net loss of affiliate in our accompanying unaudited consolidated statements of operations. We recorded $0 for both the three months ended March 31, 2008 and 2007 for our share of SIRIUS Canada s net loss.

As of March 31, 2008, our investment in SIRIUS Canada was $0 as we fully recognized our share of SIRIUS Canada s net loss to the extent we have funded it. We do not expect to recognize future net losses unless we commit to additional funding.

Merger Costs

We have incurred approximately $43,000 in direct costs through March 31, 2008 in connection with our pending merger with XM Radio. In accordance with SFAS No. 141, Business Combinations, which specifies that the cost of an entity acquired in a business combination include the direct costs of the business combination, we have capitalized and included such costs in other long-term assets in our accompanying unaudited consolidated balance sheet.

Reclassifications

Certain amounts in the prior period unaudited consolidated financial statements have been reclassified to conform to the current period presentation. Specifically, during the first quarter of 2008, we reclassified equipment related retention costs from cost of equipment to sales and marketing expense. Equipment related retention costs are associated with efforts to retain existing subscribers that we believe will result in higher revenue and lower churn.

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and for interim periods within those years. The adoption of SFAS No. 157 in 2008 did not have a material impact on our consolidated results of operations and financial position.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, which permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS No. 159 is to provide entities a method to mitigate volatility in reporting earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 is effective for annual reporting periods beginning after November 15, 2007. The adoption of SFAS No. 159 in 2008 did not have a material impact on our consolidated results of operations and financial position.

In November 2007, the FASB issued SFAS No. 141R, Business Combinations, which continues to require that all business combinations be accounted for by applying the acquisition method. Under the acquisition method, the acquirer recognizes and measure the identifiable assets acquired, the liabilities assumed, and any contingent consideration and contractual contingencies, as a whole, at their face value as of the acquisition date. Under SFAS No. 141R, all transaction costs are expenses as incurred. SFAS No. 141R rescinds EITF 93-07 Uncertainties Related to Income Taxes in a Purchase Business Combination. Under EITF 93-07, the effect of any subsequent adjustments to uncertain tax positions were generally applied to goodwill, except for post-acquisition interest on uncertain tax provisions, which was recognized as an adjustment to income tax expense. Under SFAS No. 141R, all subsequent adjustments to these uncertain tax positions that otherwise would have impacted goodwill will be recognized in the income statement. The guidance in SFAS No. 141R will be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning after December 15, 2008.

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In November 2007, the FASB issued SFAS No. 160, Accounting and Reporting of Noncontrolling Interest (SFAS No. 160). SFAS No. 160 requires that a noncontrolling interest (previously referred to as a minority interest) be separately reported in the equity section of the consolidated entity s balance sheet. SFAS No. 160 also established accounting and reporting standards for: (i) ownership interest in subsidiaries held by parties other than the parent, (ii) the amount of consolidated net income attributable to the parent and to the noncontrolling interest, (iii) changes in a parent s ownership interest and (iv) the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS No. 160 is effective beginning January 1, 2009. We are currently evaluating the impact that the adoption of SFAS No. 160 will have on our consolidated results of operations and financial position.

In June 2007, the FASB issued EITF No. 07-03, Accounting for Nonrefundable Advance Payments for Goods or Services to Be Used in Future Research and Development Activities , which states that nonrefundable advance payments for future research and development activities should be deferred and capitalized and that such amounts should be recognized as an expense as the goods are delivered or the related services are performed. If an entity does not expect the goods to be delivered or services to be rendered, the capitalized advance payment should be charged to expense. EITF No. 07-03 is effective for the first annual or interim reporting period beginning after December 15, 2007. The adoption of EITF 07-03 did not have a material impact on our consolidated results of operations and financial position.

4. Subscriber Revenue

Subscriber revenue consists of subscription fees, revenue derived from our agreement with Hertz, non-refundable activation fees and the effects of rebates. Revenues received from automakers for prepaid subscriptions included in the sale or lease price of a new vehicle are also included in subscriber revenue over the service period upon activation and sale to the customer.

Subscriber revenue consists of the following:

	For the Three Months Ended March 31,	
	2008	**2007**
Subscription fees	$ 250,467	$ 189,969
Activation fees	6,298	5,319
Effect of rebates	(1,125)	(4,492)
Total subscriber revenue	$ 255,640	$ 190,796

5. Interest Costs

We capitalize a portion of the interest on funds borrowed to finance the construction and launch of our fifth and sixth satellites. The following is a summary of our interest costs:

	For the Three Months Ended March 31,	
	2008	**2007**
Interest costs charged to expense	$ 17,675	$ 15,192
Interest costs capitalized	3,262	1,814
Total interest costs incurred	$ 20,937	$ 17,006

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6. Related Party Transactions

In 2005, we entered into a license and services agreement with SIRIUS Canada. Pursuant to such agreement, we are reimbursed for certain costs incurred by us to provide SIRIUS Canada service, including certain costs we incur for the production and distribution of radios as well as information technology support costs. In consideration for the rights granted pursuant to this license and services agreement, SIRIUS Canada pays us a royalty based on a percentage of its annual gross revenues. Additionally, the initial financing we provided to SIRIUS Canada is by way of subscription to non-voting shares which carry an 8% cumulative dividend.

Total costs that have been or will be reimbursed by SIRIUS Canada for the three months ended March 31, 2008 and 2007 were $4,702 and $1,877, respectively. We recorded $0 and $516 in royalty income for the three months ended March 31, 2008 and 2007, respectively. Such royalty income was recorded to other income in our accompanying unaudited consolidated statements of operations. We also recorded dividend income of $0 and $206 for the three months ended March 31, 2008 and 2007, respectively, which was included in interest and investment income in our accompanying unaudited consolidated statements of operations.

The amount due from SIRIUS Canada at March 31, 2008 was $7,088, of which $3,851 and $3,237 are included in other current assets and other long-term assets, respectively, on our accompanying unaudited consolidated balance sheet. The amount due from SIRIUS Canada at December 31, 2007 was $5,398, of which $2,161 and $3,237 are included in other current assets and other long-term assets, respectively, on our accompanying consolidated balance sheet. The amount payable to SIRIUS Canada at March 31, 2008 and December 31, 2007 to fund its remaining capital requirements was $1,386 and $1,148, respectively, and is included in other long-term liabilities in the accompanying unaudited consolidated balance sheet.

7. Debt

Debt consists of the following:

	Conversion Price (Per Share)	As of March 31, 2008	As of December 31, 2007
Senior Secured Term Credit Agreement	N/A	$ 248,750	$ 249,375
9 5/8% Senior Notes due 2013	N/A	500,000	500,000
3 1/4% Convertible Notes due 2011	$ 5.30	230,000	230,000
2 1/2% Convertible Notes due 2009	4.41	299,998	299,998
3 1/2% Convertible Notes due 2008	1.38	2,251	33,301
8 3/4% Convertible Subordinated Notes due 2009	28.4625	1,744	1,744
		1,282,743	1,314,418
Less Current Maturities		304,749	35,801
Total Long-Term Debt		$ 977,994	$ 1,278,617

Senior Secured Term Credit Agreement

In June 2007, we entered into a senior secured Term Credit Agreement (the Term Credit Agreement) with a syndicate of financial institutions. The Term Credit Agreement provides for a term loan of $250,000, which has been drawn. Interest under the Term Credit Agreement is based, at our option, on (i) adjusted LIBOR plus 2.25% or (ii) the higher of (a) the prime rate and (b) the Federal Funds Effective Rate plus 1/2 of 1.00%, plus 1.25%. As of March 31, 2008, the interest rate was 5.00%. LIBOR borrowings may be made for interest periods, at our option, of one, two, three or six months (or, if agreed by all of the lenders, nine or twelve months). The loan amortizes in equal quarterly

installments of 0.25% of the initial aggregate principal amount for the first four and a half years, with the balance of the loan thereafter being repaid in four equal quarterly installments. The loan matures on December 20, 2012.

The loan is guaranteed by our material wholly owned subsidiaries, including Satellite CD Radio, Inc. (the Guarantors). The Term Credit Agreement is secured by a lien on substantially all of our and the Guarantors assets, including our four satellites and the shares of the Guarantors.

The Term Credit Agreement contains customary affirmative covenants and event of default provisions. The negative covenants contained in the Term Credit Agreement are substantially similar to those contained in the indenture governing our $9^{5}/8$% Senior Notes due 2013.

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9 5/8% Senior Notes due 2013

In August 2005, we issued $500,000 in aggregate principal amount of our 9 5/8% Senior Notes due 2013 resulting in net proceeds of $493,005. Our 9 5/8% Senior Notes due 2013 mature on August 1, 2013 and interest is payable semi-annually on February 1 and August 1 of each year. The obligations under our 9 5/8% Senior Notes due 2013 are not secured by any of our assets.

3 1/4% Convertible Notes due 2011

In October 2004, we issued $230,000 in aggregate principal amount of our 3 1/4% Convertible Notes due 2011 resulting in net proceeds of $224,813. These notes are convertible, at the option of the holder, into shares of our common stock at any time at a conversion rate of 188.6792 shares of common stock for each $1,000.00 principal amount, or $5.30 per share of common stock, subject to certain adjustments. Our 3 1/4% Convertible Notes due 2011 mature on October 15, 2011 and interest is payable semi-annually on April 15 and October 15 of each year. The obligations under our 3 1/4% Convertible Notes due 2011 are not secured by any of our assets.

2 1/2% Convertible Notes due 2009

In February 2004, we issued $250,000 in aggregate principal amount of our 2 1/2% Convertible Notes due 2009 resulting in net proceeds of $244,625. In March 2004, we issued an additional $50,000 in aggregate principal amount of our 2 1/2% Convertible Notes due 2009 pursuant to an option granted in connection with the initial offering of the notes, resulting in net proceeds of $48,975. These notes are convertible, at the option of the holder, into shares of our common stock at any time at a conversion rate of 226.7574 shares of common stock for each $1,000.00 principal amount, or $4.41 per share of common stock, subject to certain adjustments. Our 2 1/2% Convertible Notes due 2009 mature on February 15, 2009 and interest is payable semi-annually on February 15 and August 15 of each year. The obligations under our 2 1/2% Convertible Notes due 2009 are not secured by any of our assets.

3 1/2% Convertible Notes due 2008

In May 2003, we issued $201,250 in aggregate principal amount of our 3 1/2% Convertible Notes due 2008 resulting in net proceeds of $194,224. These notes are convertible, at the option of the holder, into shares of our common stock at any time at a conversion rate of 724.6377 shares of common stock for each $1,000.00 principal amount, or $1.38 per share of common stock. Our 3 1/2% Convertible Notes due 2008 mature on June 1, 2008. The obligations under our 3 1/2% Convertible Notes due 2008 are not secured by any of our assets.

During the three months ended March 31, 2008, holders of $31,050 in aggregate principal amount of our 3 1/2% Convertible Notes due 2008 presented such notes for conversion in accordance with the terms of the indenture. We issued 22,499,998 shares of our common stock upon conversion of these notes.

Space Systems/Loral Credit Agreement

In July 2007, we amended and restated our existing Credit Agreement with Space Systems/Loral (the Loral Credit Agreement). Under Loral Credit Agreement, Space Systems/Loral has agreed to make loans to us in an aggregate principal amount of up to $100,000 to finance the purchase of our fifth and sixth satellites. Loans made under the Loral Credit Agreement will be secured by our rights under the Satellite Purchase Agreement with Space Systems/Loral, including our rights to these satellites. The loans are also entitled to the benefits of a subsidiary guarantee from Satellite CD Radio, Inc., our subsidiary that holds our FCC license, and any future material subsidiary that may be formed by us. The maturity date of the loans is the earliest to occur of (i) June 10, 2010, (ii) 90 days after the sixth satellite becomes available for shipment and (iii) 30 days prior to the scheduled launch of the sixth satellite. Any loans made under the Loral Credit Agreement generally will bear interest at a variable rate equal to three-month LIBOR plus 4.75%. The daily unused balance bears interest at a rate per annum equal to 0.50%, payable quarterly on the last day of each March, June, September and December. The Loral Credit Agreement permits us to prepay all or a portion of the loans outstanding without penalty. We have not borrowed under the Loral Credit Agreement as of March 31, 2008.

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Covenants and Restrictions

Our $9^5/_8$% Senior Notes due 2013, our Loral Credit Agreement and our Senior Secured Term Loan require us to comply with certain covenants that restrict our ability to, among other things, (i) incur additional indebtedness, (ii) incur liens, (iii) pay dividends or make certain other restricted payments, investments or acquisitions, (iv) enter into certain transactions with affiliates, (v) merge or consolidate with another person, (vi) sell, assign, lease or otherwise dispose of all or substantially all of our assets, and (vii) make voluntary prepayments of certain debt, in each case subject to exceptions as provided in the $9^5/_8$% Senior Notes due 2013 indenture, the Loral Credit Agreement and the credit agreement governing our Senior Secured Term Loan. If we fail to comply with these covenants, our $9^5/_8$% Senior Notes due 2013, our Senior Secured Term Loan and any loans outstanding under the Loral Credit Agreement could become immediately payable and the Loral Credit Agreement could be terminated. At March 31, 2008, we were in compliance with all such covenants.

8. Stockholders Equity

Common Stock, par value $0.001 per share

We are authorized to issue 2,500,000,000 shares of our common stock as of March 31, 2008. As of March 31, 2008, approximately 323,620,000 shares of our common stock were reserved for issuance in connection with outstanding convertible debt, warrants, incentive stock plans and common stock to be granted to third parties upon satisfaction of performance targets. During the three months ended March 31, 2008, employees exercised 62,335 stock options at exercise prices ranging from $2.69 to $3.36 per share, resulting in proceeds to us of $840. Of this amount, $230 was collected as of March 31, 2008. We also collected $610 in 2008 related to stock option exercises that occurred in 2007.

In January 2004, we signed a seven-year agreement with the NFL. We delivered to the NFL 15,173,070 shares of our common stock valued at $40,967 upon execution of this agreement. These shares of common stock are subject to transfer restrictions which lapse over time. We recognized expense associated with these shares of $1,641 during each of the three months ended March 31, 2008 and 2007. Of the remaining $17,484 in common stock value, $5,852 and $11,632 are included in other current assets and other long-term assets, respectively, on our accompanying unaudited consolidated balance sheet as of March 31, 2008.

Warrants

We have issued warrants to purchase shares of our common stock in connection with distribution and programming agreements and certain debt issuances. As of March 31, 2008, warrants to acquire approximately 55,461,000 shares of our common stock with an average exercise price of $3.94 were outstanding. These warrants vest over time or upon the achievement of milestones and expire at various times through June 2014. For the three months ended March 31, 2008 and 2007, we recognized expense of $2,770 and $5,199, respectively, in connection with these warrants.

9. Benefit Plans

Stock-Based Awards

In January 2003, our board of directors adopted the Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan (the 2003 Plan), and on March 4, 2003 our stockholders approved this plan. On May 25, 2004, our stockholders approved an amendment to the 2003 Plan to include members of our board of directors as eligible participants. Employees, consultants and members of our board of directors are eligible to receive awards under the 2003 Plan. The 2003 Plan provides for the grant of stock options, restricted stock, restricted stock units and other stock-based awards that the compensation committee of our board of directors may deem appropriate.

Vesting and other terms of stock-based awards are set forth in the agreements with the individuals receiving the awards. Stock-based awards granted under the 2003 Plan are generally subject to a vesting requirement. Stock-based awards generally expire ten years from the date of grant. Each restricted stock unit entitles the holder to receive one share of our common stock upon vesting.

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As of March 31, 2008, approximately 100,431,000 stock options, shares of restricted stock and restricted stock units were outstanding. As of March 31, 2008, approximately 53,750,000 shares of our common stock were available for grant under the 2003 Plan.

The following table summarizes stock option activity under our stock incentive plans for the three months ended March 31, 2008 (shares in thousands):

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Intrinsic Value
Outstanding at December 31, 2007	79,600	$5.38		
Granted	17,394	2.89		
Exercised	(62)	2.05		
Cancelled or expired	(587)	2.46		
Outstanding at March 31, 2008	96,345	4.94	7.01	$8,641
Exercisable at March 31, 2008	52,766	5.86	5.81	$8,201

The weighted average grant date fair value of options granted during the three months ended March 31, 2008 and 2007 was $1.73 and $1.96, respectively. The total intrinsic value of stock options exercised during the three months ended March 31, 2008 and 2007 was $62 and $716, respectively.

We recognized stock-compensation expense associated with stock options of $11,054 and $10,694 for the three months ended March 31, 2008 and 2007, respectively.

The following table summarizes the non-vested restricted stock unit activity under our stock incentive plans for the three months ended March 31, 2008 (shares in thousands):

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2007	3,623	$ 3.70
Granted	3,165	2.87
Exercised	(2,701)	3.58
Cancelled or expired		
Outstanding at March 31, 2008	4,087	2.73

The weighted average grant date fair value of restricted stock units granted during the three months ended March 31, 2008 and 2007 was $2.87 and $3.70, respectively. The total intrinsic value of restricted stock units that vested during the three months ended March 31, 2008 and 2007 was $8,052 and $5,864, respectively.

We recognized stock compensation expense associated with restricted stock units and shares of restricted stock of $2,813 and $3,698 for the three months ended March 31, 2008 and 2007, respectively.

For the three months ended March 31, 2008, we also recognized stock compensation expense of $1,460 for restricted stock units expected to be granted for services performed in 2008. For the three months ended March 31, 2007, we recognized stock compensation expense of $1,178 for restricted stock units expected to be granted for services performed in 2007.

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401(k) Savings Plan

We sponsor the Sirius Satellite Radio 401(k) Savings Plan (the Plan) for eligible employees. The Plan allows eligible employees to voluntarily contribute from 1% to 50% of their pre-tax salary subject to certain defined limits. Currently we match 50% of employee voluntary contributions, up to 6% of an employee s pre-tax salary, in the form of shares of our common stock. Our matching contribution vests at a rate of 33 1/3% for each year of employment and is fully vested after three years of employment. Expense resulting from our matching contribution to the Plan was $865 and $498 for the three months ended March 31, 2008 and 2007, respectively.

We may also elect to contribute to the profit sharing portion of the Plan based upon the total compensation of all eligible participants. These additional contributions, referred to as profit-sharing contributions, are determined by the compensation committee of our board of directors. Employees are only eligible to receive profit-sharing contributions during any year in which they are employed on the last day of the year. Profit-sharing contribution expense was $1,657 and $1,352 for the three months ended March 31, 2008 and 2007, respectively.

10. Income Taxes

We recorded income tax expense of $543 and $555 for the three months ended March 31, 2008 and 2007, respectively. Such expense represents the recognition of a deferred tax liability related to the difference in accounting for our FCC license, which is amortized over 15 years for tax purposes but not amortized for book purposes.

We adopted the provisions of FIN No. 48 on January 1, 2007. FIN No. 48 prescribes a recognition threshold and measurement attributes for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, as well as criteria on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition.

We provide a valuation allowance for all of our deferred tax assets. Accordingly, unrecognized federal or state income tax positions should not impact the face of our financial statements, but instead would reduce the gross tax benefit. We did not have any unrecognized tax benefits.

We have elected to record interest accrued related to unrecognized tax benefits as interest expense and penalties as operating expense. As of March 31, 2008, we recorded no interest expense or penalties related to unrecognized tax benefits. As of March 31, 2008, we were subject to examination in the United States federal and various state tax jurisdictions for the 2003 to 2007 tax years.

11. Commitments and Contingencies

The following table summarizes our expected contractual cash commitments as of March 31, 2008:

	Remaining 2008	2009	2010	2011	2012	Thereafter	Total
Debt obligations	$ 4,126	$ 304,242	$ 2,500	$ 232,500	$ 239,375	$ 500,000	$ 1,282,743
Cash interest payments	45,966	73,509	69,116	68,688	55,971	49,194	362,444
Lease obligations	9,786	13,381	12,897	12,133	12,039	22,709	82,945
Satellite and transmission	126,108	119,033	106,347	46,507	7,678	41,048	446,721
Programming and content	112,257	170,346	160,347	42,072	19,423	9,667	514,112
Marketing and distribution	56,310	23,024	26,190	18,173	5,500		129,197
Chip set development and production	4,281						4,281
Other	8,543	2,075	997	14			11,629

Total contractual cash commitments	$ 367,377	$ 705,610	$ 378,394	$ 420,087	$ 339,986	$ 622,618	$ 2,834,072

Debt Obligations. Debt obligations include principal payments on our outstanding debt.

Cash Interest Payments. Cash interest payments include interest due on our outstanding debt through maturity.

Lease Obligations. We have entered into operating leases related to our studios, office space, terrestrial repeaters and equipment.

Satellite and Transmission. We have entered into agreements with third parties to operate and maintain our off-site satellite telemetry, tracking and control facilities and certain components of our terrestrial repeater network.

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We have also entered into an agreement with Space Systems/Loral to design and construct our fifth and sixth satellites. Construction of our fifth satellite is expected to be completed in the second quarter of 2009. We plan to launch this satellite on a Proton rocket under our contract with International Launch Services. We expect to launch our sixth satellite in the fourth quarter of 2010. In January 2008, we entered into an agreement with International Launch Services to secure two additional satellite launches on Proton rockets. We plan to use one of these rockets to launch our sixth satellite. This agreement provides us the flexibility to defer launch dates if we choose. We also have the ability to cancel the second of these launches upon payment of a cancellation fee.

Programming and Content. We have entered into agreements with licensors of programming and other content providers and, in certain instances, are obligated to pay license fees and guarantee minimum advertising revenue share.

Marketing and Distribution. We have entered into various marketing, sponsorship and distribution agreements to promote our brand and are obligated to make payments to sponsors, retailers, automakers and radio manufacturers under these agreements. Certain programming and content agreements also require us to purchase advertising on properties owned or controlled by the licensors. We also reimburse automakers for certain engineering and development costs associated with the incorporation of SIRIUS radios into vehicles they manufacture. In addition, in the event that certain new products are not shipped by our distributor to its customers within 90 days of their receipt of the goods, we have agreed to purchase and take title to the product.

Chip Set Development and Production. We have entered into agreements with third parties to develop, produce and supply chip sets; to develop products; and in certain instances to license intellectual property related to chip sets.

Other. We have entered into various agreements with third parties for general operating purposes.

In addition to the contractual cash commitments described above, we have entered into agreements with automakers, radio manufacturers and others that include per-radio, per-subscriber, per-show and other variable cost arrangements. These future costs are dependent upon many factors including our subscriber growth and are difficult to anticipate; however, these costs may be substantial. We may enter into additional programming, distribution, marketing and other agreements that contain similar provisions.

Under the terms of a joint development agreement with XM Radio, the other holder of a FCC satellite radio license, each party is obligated to fund one half of the development cost for a unified standard for satellite radios. The costs related to the joint development agreement are being expensed as incurred to engineering, design and development expense in the accompanying unaudited consolidated statements of operations. We are currently unable to determine the expenditures necessary to complete this process, but we do not expect that these expenditures will be material.

We are required under the terms of certain agreements to provide letters of credit and deposit monies in escrow, which place restrictions on our cash and cash equivalents. As of March 31, 2008 and December 31, 2007, $56,000 and $53,000, respectively, was classified as restricted investments as a result of our reimbursement obligations under these letters of credit and escrow deposits.

We have not entered into any off-balance sheet arrangements or transactions.

Legal Proceedings

FCC Matters. In April 2006, we learned that XM Radio and two manufacturers of SIRIUS radios had received inquiries from the FCC as to whether the FM transmitters in their products complied with the FCC s emissions and frequency rules. We promptly began an internal review of the compliance of the FM transmitters in a number of our radios. In June 2006, we learned that a third manufacturer of SIRIUS radios had received an inquiry from the FCC as to whether the FM transmitters in its products complied with the FCC s emissions and frequency rules. In June 2006, we received a letter from the FCC making similar inquiries. In July 2006, we responded to the letter from the FCC in respect of the preliminary results of our review. In August 2006, we received a follow-up letter of inquiry from the FCC and responded to the FCC s further inquiry. We continue to cooperate with the FCC s inquiry.

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During our internal review, we determined that certain of our radios with FM transmitters were not compliant with FCC rules. We have taken a series of actions to correct the problem.

In connection with our internal review, we discovered that certain SIRIUS personnel requested manufacturers to produce SIRIUS radios that were not consistent with the FCC s rules. As a result of this review, we are taking significant steps to ensure that this situation does not happen again, including the adoption of a compliance plan, approved by our board of directors, to ensure that in the future our products comply with all applicable FCC rules.

The FCC s laboratory has tested a number of our products and found them to be compliant with the FCC s rules. We believe SIRIUS radios that are currently in production comply with applicable FCC s rules. No health or safety issues are involved with these SIRIUS radios and radios which are factory-installed in new vehicles are not affected.

We have retained an engineering compliance officer to report to our Senior Vice President of Internal Audit, who reports to our Audit Committee.

In October 2006, we ceased operating 11 of our terrestrial repeaters which we discovered had been operating at variance to their specifications and applied to the FCC for new authority to resume operating these repeaters.

Copyright Royalty Board Proceeding. In December 2007, the Copyright Royalty Board, or CRB, of the Library of Congress issued its decision regarding the royalty rate payable by us under the statutory license covering the performance of sound recordings over our satellite digital audio radio service for the six-year period starting January 1, 2007 and ending December 31, 2012. Under the terms of the CRB s decision, we will pay a royalty of 6.0% of gross revenues, subject to certain exclusions, for 2007 and 2008, 6.5% for 2009, 7.0% for 2010, 7.5% for 2011 and 8.0% for 2012. SoundExchange has appealed the decision of the CRB to the United States Court of Appeals for the District of Columbia Circuit.

U.S. Electronics Arbitration. In 2006, U.S. Electronics Inc., a former licensed distributor manufacturer of SIRIUS radios, commenced an arbitration proceeding against us. U.S. Electronics alleges that, among other things, we breached our contract; failed to pay monies owed under the contract; tortiously interfered with U.S. Electronics relationships with retailers and manufacturers; and otherwise acted in bad faith. U.S. Electronics is seeking between $75,000 and $110,000 in damages. We believe that a substantial portion of these damages are barred by the limitation of liability provisions contained in the contract between us and U.S. Electronics. U.S. Electronics contends that these provisions do not bar its damages because of, among other reasons, our alleged bad faith and tortious conduct.

We are vigorously defending this action. A hearing in this arbitration commenced in March 2008 and, absent a settlement, we expect the arbitrators to issue a decision in this matter in the third quarter of 2008.

Other Matters. In the ordinary course of business, we are a defendant in various lawsuits and arbitration proceedings, including actions filed by former employees, parties to contracts or leases and owners of patents, trademarks, copyrights or other intellectual property. None of these actions are, in our opinion, likely to have a material adverse effect on our business or financial results.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations (All dollar amounts are in thousands, unless otherwise stated)

Special Note Regarding Forward-Looking Statements

The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in forward-looking statements made in this Quarterly Report on Form 10-Q and in other reports and documents published by us from time to time. Any statements about our beliefs, plans, objectives, expectations, assumptions, future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as will likely result, are expected to, will continue, is anticipated, estimated, intend, plan, projection and outlook. Any forward-looking sta qualified in their entirety by reference to the factors discussed throughout our Annual Report on Form 10-K for the year ended December 31, 2007 (the Form 10-K) and in other reports and documents published by us from time to time, particularly the risk factors described under Business Risk Factors in Item 1A of the Form 10-K.

Among the significant factors that could cause our actual results to differ materially from those expressed in the forward-looking statements are:

- our pending merger with XM Satellite Radio Holdings Inc. (XM Radio), including related uncertainties and risks and the impact on our business if the merger is not completed;
- the useful life of our satellites, which have experienced circuit failures on their solar arrays and other component failures and are not insured;
- our dependence upon third parties, including manufacturers and distributors of SIRIUS radios, retailers, automakers and programming providers; and
- our competitive position versus other forms of audio and video entertainment including terrestrial radio, XM Radio, HD radio, internet radio, mobile phones, iPods and other MP3 devices, and emerging next generation networks and technologies.

Because the risk factors referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any of these forward-looking statements. In addition, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which the statement is made, to reflect the occurrence of unanticipated events or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise or to assess with any precision the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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Executive Summary

On February 19, 2007, we and XM Radio entered into an Agreement and Plan of Merger (the Merger Agreement), pursuant to which we and XM Radio will combine our businesses through a merger of XM Radio and a newly formed, wholly owned subsidiary of us (the Merger). Our Board of Directors and the Board of Directors of XM Radio have approved the Merger and the Merger Agreement.

On March 24, 2008, the U.S. Department of Justice informed us that it ended its investigation into the Merger, that it has concluded that the Merger is not anti-competitive, and that it will allow the transaction to proceed. The Merger is still subject, among other conditions, to approval of the Federal Communications Commission.

We are a satellite radio provider in the United States. We currently broadcast over 130 channels of programming to listeners across the country. We offer 69 channels of 100% commercial-free music and feature 65 channels of sports, news, talk, entertainment, data and weather for a monthly subscription fee of $12.95.

We broadcast through our proprietary satellite radio system, which currently consists of three orbiting satellites, 124 terrestrial repeaters that receive and retransmit our signal, a satellite uplink facility and our studios. Subscribers receive our service through SIRIUS radios, which are sold by automakers, consumer electronics retailers and mobile audio dealers and through our website. Subscribers can also receive our music channels and certain other channels over the Internet.

SIRIUS Canada Inc., a Canadian corporation owned by us, Canadian Broadcasting Corporation and Slaight Communications Ltd. offers a satellite radio service in Canada. SIRIUS Canada offers 110 channels of commercial-free music and news, sports, talk and entertainment programming, including 11 channels of Canadian content. Subscribers to the SIRIUS Canada service are not included in our subscriber count.

SIRIUS radios are primarily distributed through retailers; automakers, or OEMs; and through our website. SIRIUS radios can be purchased at major retailers, including Best Buy; Circuit City; Costco; Crutchfield; Target; Wal-Mart; and on an exclusive basis through RadioShack. On March 31, 2008, SIRIUS radios were available at more than 20,000 retail locations. We have exclusive agreements with Chrysler, Mercedes-Benz, Ford, Kia, Mitsubishi, BMW, Rolls-Royce, Volkswagen and Bentley to offer SIRIUS radios as factory or dealer-installed equipment. We also have relationships with Toyota and Scion to offer SIRIUS radios as dealer installed equipment, and a relationship with Subaru to offer SIRIUS radios as factory and dealer-installed equipment. As of March 31, 2008, SIRIUS radios were available as a factory-installed option in 125 vehicle models and as a dealer-installed option in 29 vehicle models. SIRIUS radios are also offered to renters of Hertz vehicles at airport locations nationwide.

As of March 31, 2008, we had 8,644,319 subscribers compared with 8,321,785 subscribers as of December 31, 2007 and 6,581,045 subscribers as of March 31, 2007. Our subscriber totals include subscribers under our regular pricing plans; subscribers that have prepaid, including payments received from automakers for prepaid subscriptions included in the sale or lease price of a new vehicle; active SIRIUS radios under our agreement with Hertz; and subscribers to SIRIUS Internet Radio, our Internet service.

Our primary source of revenue is subscription fees, with most of our customers subscribing to SIRIUS on either an annual, semi-annual, quarterly or monthly basis. We offer discounts for pre-paid and long-term subscriptions as well as discounts for multiple subscriptions. Currently we receive an average of approximately eight months of prepaid revenue per subscriber upon activation. We also derive revenue from activation fees, the sale of advertising on select non-music channels and the direct sale of SIRIUS radios and accessories. We believe our ability to attract and retain subscribers depends in large part on creating and sustaining distribution channels for SIRIUS radios, the strength of the SIRIUS brand, and on the quality and entertainment value of our programming.

In certain cases, automakers include a subscription to our radio service in the sale or lease price of vehicles. The length of these prepaid subscriptions varies, but is typically six months to one year. In many cases, we receive subscription payments from automakers in advance of the activation of our service. We also reimburse various automakers for certain costs associated with SIRIUS radios installed in their vehicles.

Pending Merger with XM Radio

On February 19, 2007, we entered into an Agreement and Plan of Merger with XM Radio Holdings Inc. Pursuant to the Merger Agreement, we and XM Radio will combine our businesses through a merger of XM Radio and a newly formed, wholly owned subsidiary of ours.

On March 24, 2008, the U.S. Department of Justice informed us that it ended its investigation into the Merger, that it has concluded that the Merger is not anti-competitive, and that it will allow the transaction to proceed. The Merger is still subject, among other conditions, to approval of the Federal Communications Commission.

Each of SIRIUS and XM has made customary representations and warranties and covenants in the Merger Agreement. The completion of the Merger is subject to various closing conditions, including obtaining approval from the FCC. The Merger is intended to qualify as a reorganization for federal income tax purposes.

At the effective time of the Merger (the Effective Time), by virtue of the Merger and without any action on the part of any stockholder, each share of common stock of XM Radio (the XM Common Stock) issued and outstanding immediately prior to the Effective Time will generally be converted into the right to receive 4.6 shares of our common stock. Each share of Series A Convertible Preferred Stock of XM Radio issued and outstanding immediately prior to the Effective Time will be similarly converted at the Effective Time into the right to receive 4.6 shares of a newly-designated series of our preferred stock having substantially the same powers, designations, preferences, rights and qualifications, limitations and restrictions as the stock so converted.

Mel Karmazin, our chief executive officer, will become chief executive officer of the combined company and Gary M. Parsons, chairman of the board of directors of XM Radio, will become chairman of the board of directors of the combined company. The combined company s board of directors will consist of 12 directors, including Messrs. Karmazin and Parsons, four independent members designated by each of SIRIUS and XM Radio, as well as one representative of each of General Motors and American Honda.

The Merger Agreement contains certain termination rights for both us and XM Radio. On April 30, 2008, we and XM Radio announced that the companies have agreed not to exercise their rights to terminate the Merger Agreement prior to May 15, 2008. We and XM Radio have also announced that we have agreed to further extend the Merger Agreement, as necessary, for rolling two week periods unless either side notifies the other of its intention not to extend. If the Merger Agreement is terminated under certain circumstances specified in the Merger Agreement, we or XM Radio, as the case may be, will be required to pay the other a termination fee of $175,000.

This description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 to our Current Report on Form 8-K dated February 21, 2007.

Results of Operations

Our discussion of our results of operations, along with the selected financial information in the tables that follow, includes the following non-GAAP financial measures: average monthly churn; average monthly revenue per subscriber, or ARPU; SAC, as adjusted, per gross subscriber addition; customer service and billing expenses, as adjusted, per average subscriber; free cash flow; and adjusted loss from operations. We believe these non-GAAP financial measures provide meaningful supplemental information regarding our operating performance and are used for internal management purposes, when publicly providing the business outlook, and as a means to evaluate period-to-period comparisons. Please refer to the footnotes following our discussion of results of operations for the definitions and further discussion of the usefulness of such non-GAAP financial measures.

Certain amounts in the prior unaudited consolidated financial statements have been reclassified to conform to the current period presentation. Specifically, during the first quarter 2008, we reclassified equipment related retention costs from cost of equipment to sales and marketing expense. Equipment related retention costs are associated with efforts to retain existing subscribers that we believe will result in higher revenue and lower churn.

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Subscribers and Key Operating Metrics:

The following table contains a breakdown of our subscribers for the three months ended March 31, 2008 and 2007:

	March 31, 2008	March 31, 2007
Beginning subscribers	8,321,785	6,024,555
Net additions	322,534	556,490
Ending subscribers	8,644,319	6,581,045
Retail	4,643,215	4,234,804
OEM	3,986,818	2,323,683
Hertz	14,286	22,558
Ending subscribers	8,644,319	6,581,045
Retail	2,506	192,978
OEM	321,186	364,674
Hertz	(1,158)	(1,162)
Net addtions	322,534	556,490

Subscribers. We ended the first quarter of 2008 with 8,644,319 subscribers, an increase of 4% since December 31, 2007 and 31% from the 6,581,045 subscribers as of March 31, 2007. Since March 31, 2007, we added 408,411 net subscribers from our retail channel and 1,663,135 net subscribers from our OEM channel, resulting in a 10% and 72% increase in our retail and OEM subscriber base, respectively.

The following table presents our key operating metrics for the three months ended March 31, 2008 and 2007:

	March 31, 2008	March 31, 2007
Gross subscriber additions	1,003,422	988,458
Deactivated subscribers	680,888	431,968
Average monthly churn (1)(6)	2.7%	2.3%
ARPU (2)(6)	$ 10.42	$ 10.46
SAC, as adjusted, per gross subscriber addition (3)(6)	$ 91	$ 101
Customer service and billing expenses, as adjusted, per average subscriber (4)(6)	$ 1.05	$ 1.15
Total revenue	$ 270,350	$ 204,037
Free cash flow (5)(6)	$ (186,535)	$ (146,715)
Adjusted loss from operations (7)	$ (39,457)	$ (83,999)
Net loss	$ (104,118)	$ (144,745)

ARPU. Total ARPU for the three months ended March 31, 2008 was $10.42 compared to $10.46 for the three months ended March 31, 2007. The decrease was driven by an increase in the mix of prepaid subscriptions on vehicles that have not been sold to a consumer; a decline in net advertising revenue per average subscriber as subscriber growth exceeded the growth in ad revenues; offset by the effects of rebates.

We expect ARPU to fluctuate based on the growth of our subscriber base, promotions, rebates offered to subscribers and corresponding take-rates, plan mix, subscription prices, advertising sales and the identification of

additional revenue streams from subscribers.

SAC, As Adjusted, Per Gross Subscriber Addition. SAC, as adjusted, per gross subscriber addition was $91 and $101 for the three months ended March 31, 2008 and 2007, respectively. The decline was primarily attributable to lower per unit subsidies due to production efficiencies and a higher average retail selling price, offset by a higher mix of OEM gross additions.

We expect SAC, as adjusted, per gross subscriber addition to decline as the costs of subsidized components of SIRIUS radios decrease in the future. If competitive forces or changes in retailer promotional strategies require us to increase hardware subsidies or promotions, SAC, as adjusted, per gross subscriber addition may increase. Our SAC, as adjusted, per gross subscriber addition will continue to be impacted by our increasing mix of OEM gross subscriber addition.

Customer Service and Billing Expenses, As Adjusted, Per Average Subscriber Per Month. Customer service and billing expenses, as adjusted, per average subscriber per month declined 9% to $1.05 for the first quarter of 2008 compared with $1.15 for the first quarter of 2007.

We expect customer service and billing expenses, as adjusted, per average subscriber to decrease on an annual basis as our subscriber base grows due to scale efficiencies in call center and other customer care and billing operations. Our customer service and billing expenses, as adjusted, per average subscriber are generally lower in the first three quarters of our fiscal year and increase in the fourth quarter due to the holiday selling season.

Adjusted Loss from Operations. For the three months ended March 31, 2008 and 2007, adjusted loss from operations was $39,457 and $83,999, respectively, a decrease of $44,542. The decrease was primarily driven by an increase in total revenue of $66,313 as a result of a 31% increase in our subscriber base, which more than offset increases in non operating expenses of $21,771.

Net Loss. For the three months ended March 31, 2008 and 2007, net loss was $104,118 and $144,745, respectively, a decrease of $40,627. The decrease was primarily driven by an increase in total revenue of $66,313 as a result of a 31% increase in our subscriber base.

Three Months Ended March 31, 2008 Compared with Three Months Ended March 31, 2007

Total Revenue

Subscriber Revenue. Subscriber revenue includes subscription fees, activation fees and the effects of rebates. For the three months ended March 31, 2008 and 2007, subscriber revenue was $255,640 and $190,796, respectively, an increase of 34% or $64,844. The increase was attributable to the growth of subscribers to our service.

The following table contains a breakdown of our subscriber revenue for the periods presented:

	For the Three Months Ended March 31,	
	2008	**2007**
Subscription fees	$ 250,467	$ 189,969
Activation fees	6,298	5,319
Effect of rebates	(1,125)	(4,492)
Total subscriber revenue	$ 255,640	$ 190,796

Future subscriber revenue will be dependent upon, among other things, the growth of our subscriber base, promotions, rebates offered to subscribers and corresponding take-rates, plan mix, subscription prices and the identification of additional revenue streams from subscribers.

Advertising Revenue. Advertising revenue includes the sale of advertising on our non-music channels, net of agency fees. Agency fees are based on a stated percentage per the advertising agreements applied to gross billing revenue. For the three months ended March 31, 2008 and 2007, net advertising revenue was $8,408 and $6,721, respectively, an increase of $1,687. The increase was a result of increased advertiser interest through sales efforts.

We expect advertising revenue to grow as our subscribers increase, as we continue to improve brand awareness and content, and as we increase the size and effectiveness of our advertising sales force. Advertising revenue is subject to fluctuation based on the overall advertising environment.

Equipment Revenue. Equipment revenue includes revenue from the direct sale of SIRIUS radios and accessories through our direct to consumer distribution channel. For the three months ended March 31, 2008 and 2007, equipment revenue was $6,063 and $4,671, respectively, an increase of $1,392. The increase was the result of higher sales through our direct to consumer distribution channel, offset by the effects of promotional discounts.

We expect equipment revenue to increase as we introduce new products and as sales grow through our direct to consumer distribution channel.

Operating Expenses

Satellite and Transmission. Satellite and transmission expenses consist of costs associated with the operation and maintenance of our satellites; satellite telemetry, tracking and control system; terrestrial repeater network; satellite uplink facility; and broadcast studios. *:* For the three months ended March 31, 2008 and 2007, satellite and transmission expenses were $7,822 and $7,986, respectively, a decrease of $164. Excluding stock-based compensation of $797 and $656 for the three months ended March 31, 2008 and 2007, respectively, satellite and transmission expenses decreased $305 from $7,330 to $7,025. As of March 31, 2008 and 2007, we had 124 and 127 terrestrial repeaters, respectively, in operation.

Future increases in satellite and transmission expenses will primarily be attributable to the addition of new terrestrial repeaters and maintenance costs of existing terrestrial repeaters. We expect to deploy additional terrestrial repeaters in 2008. Such expenses may also increase in future periods if we decide to reinstate our in-orbit satellite insurance.

Programming and Content. Programming and content expenses include costs to acquire, create and produce content and on-air talent costs. We have entered into various agreements with third parties for music and non-music programming. These agreements require us to pay license fees, share advertising revenue, purchase advertising on media properties owned or controlled by the licensor and pay other guaranteed amounts. Purchased advertising is recorded as a sales and marketing expense in the period the advertising is broadcast.

For the three months ended March 31, 2008 and 2007, programming and content expenses were $61,692 and $59,998, respectively, an increase of $1,694. Excluding stock-based compensation of $2,789 and $2,935 for the three months ended March 31, 2008 and 2007, respectively, programming and content expenses increased $1,840 from $57,063 to $58,903. This increase was primarily attributable to higher compensation-related costs for additions to headcount.

Our programming and content expenses, excluding stock-based compensation expense, could increase as we continue to develop and enhance our channels. We regularly evaluate programming opportunities and may choose to acquire and develop new content or renew current programming agreements in the future at higher costs.

Revenue Share and Royalties. Revenue share and royalties include distribution and content provider revenue share, residuals and broadcast and webstreaming royalties. Residuals are monthly fees paid based upon the number of subscribers using a SIRIUS radio purchased from a retailer. Variable advertising revenue share is recorded to revenue share and royalties in the period the advertising is broadcast. For the three months ended March 31, 2008 and 2007, revenue share and royalties were $42,320 and $27,134, respectively, an increase of $15,186, or 56%. This increase was attributable to the determination by the Copyright Royalty Board in January 2008 of the royalty rate under the statutory license covering the performance of sound recordings. The 33% growth in our revenues also contributed to the increase in revenue share and royalties.

We expect revenue share to increase as our revenues grow and we expand our distribution of SIRIUS radios through automakers. In addition, we expect broadcast and webstreaming royalties, which are typically variable in nature, to increase as our subscriber base grows.

Customer Service and Billing. Customer service and billing expenses include costs associated with the operation of our customer service centers and subscriber management system as well as bad debt expense. For the three months ended March 31, 2008 and 2007, customer service and billing expenses were $26,922 and $21,853, respectively, an increase of $5,069. Excluding stock-based compensation

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of $276 and $199 for the three months ended March 31, 2008 and 2007, respectively, customer service and billing expenses increased $4,992 from $21,654 to $26,646. This increase was primarily due to higher call center operating costs necessary to accommodate the increase in the our subscriber base. Customer service and billing expenses, excluding stock-based compensation, increased 23% compared with an increase in weighted average subscribers of 34% year over year. We expect our customer service and billing expenses, excluding stock-based compensation expense, to increase as our subscriber base grows due to increased call center operating costs, transaction fees necessary to serve our subscriber base and bad debt expense.

Cost of Equipment. Cost of equipment includes costs for SIRIUS radios and accessories sold through our direct to consumer distribution channel. For the three months ended March 31, 2008 and 2007, cost of equipment was $7,588 and $6,458, respectively, an increase of $1,130. The increase was primarily attributable to higher sales volume, offset by a decline in per unit costs.

We expect cost of equipment to increase in the future as sales through our direct to consumer distribution channel grow.

Sales and Marketing. Sales and marketing expenses include costs for advertising, media and production, including promotional events and sponsorships; cooperative marketing; customer retention efforts for existing subscribers; and compensation. Cooperative marketing costs include fixed and variable payments to reimburse retailers and automakers for the cost of advertising and other product awareness activities. For the three months ended March 31, 2008 and 2007, sales and marketing expenses were $38,467 and $40,996, respectively, a decrease of $2,529. Excluding stock-based compensation of $5,240 and $5,644 for the three months ended March 31, 2008 and 2007, respectively, sales and marketing expenses decreased $2,125 from $35,352 to $33,227. The decrease was primarily attributable to lower advertising and reduced cooperative marketing spend with distributors compared to the year-ago first quarter.

We expect sales and marketing expenses, excluding stock-based compensation expense, to increase as we continue to build brand awareness through national advertising and promotional activities and expand our subscriber retention efforts.

Subscriber Acquisition Costs. Subscriber acquisition costs include hardware subsidies paid to radio manufacturers, distributors and automakers, including subsidies paid to automakers who include a SIRIUS radio and a prepaid subscription to our service in the sale or lease price of a new vehicle; subsidies paid for chip sets and certain other components used in manufacturing radios; device royalties for certain SIRIUS radios; commissions paid to retailers and automakers as incentives to purchase, install and activate SIRIUS radios; product warranty obligations; provisions for inventory allowance; and compensation costs associated with stock-based awards granted in connection with certain distribution agreements. The majority of subscriber acquisition costs are incurred and expensed in advance of acquiring a subscriber. Subscriber acquisition costs do not include advertising, loyalty payments to distributors and dealers of SIRIUS radios and revenue share payments to automakers and retailers of SIRIUS radios. Subscriber acquisition costs also do not include amounts capitalized in connection with our agreement with Hertz, as we retain ownership of certain SIRIUS radios used by Hertz.

For the three months ended March 31, 2008 and 2007, subscriber acquisition costs were $89,824 and $100,117, respectively, a decrease of 10% or $10,293. Excluding stock-based compensation of $14 and $1,880 for the three months ended March 31, 2008 and 2007, respectively, subscriber acquisition costs decreased 9%, or $8,427, from $98,237 to $89,810. This decrease was primarily attributable to production efficiencies and a higher average retail selling price, offset by increased OEM unit production.

We expect total subscriber acquisition costs, excluding stock-based compensation expense, to fluctuate based on OEM gross subscriber additions and changes in the retail environment, offset by product cost. We intend to continue to offer subsidies, commissions and other incentives to acquire subscribers.

General and Administrative. General and administrative expenses include rent and occupancy, executive, finance, legal, human resources, information technology and investor relations costs. For the three months ended March 31, 2008 and 2007, general and administrative expenses were $48,778 and $35,343, respectively, an increase of $13,435. Excluding stock-based compensation of $11,998 and $11,940 for the three months ended March 31, 2008 and 2007, respectively, general and administrative expenses increased $13,377 from $23,403 to $36,780. This

increase was primarily the result of higher litigation related costs and compensation-related costs to support the growth of our business.

We expect our general and administrative expenses, excluding stock-based compensation expense, to increase in future periods as a result of higher personnel, information technology, and facilities costs to support the growth of our business.

Future expense associated with stock-based compensation is contingent upon a number of factors, including the number of stock-based awards granted, the price of our common stock, assumptions used in estimating the fair value of stock-based awards, estimates for forfeitures, vesting provisions and the timing as to when certain performance criteria are met, and could materially change.

Engineering, Design and Development. Engineering, design and development expenses include costs to develop our future generation of chip sets and new products and costs associated with the incorporation of SIRIUS radios into vehicles manufactured by automakers. For the three months ended March 31, 2008 and 2007, engineering, design and development expenses were $8,656 and $12,411, respectively, a decrease of $3,755. Excluding stock-based compensation of $1,148 and $1,006 for the three months ended March 31, 2008 and 2007, respectively, engineering, design and development expenses decreased $3,897 from $11,405 to $7,508. This decrease was primarily attributable to reduced OEM and product development costs.

We expect engineering, design and development expenses, excluding stock-based compensation expense, to continue to fluctuate based on the nature and timing of engineering, design and development activities.

Other Income (Expense)

Interest and Investment Income. Interest and investment income includes realized gains and losses, dividends and interest income, including amortization of the premium and discount arising at purchase. For the three months ended March 31, 2008 and 2007, interest and investment income was $2,802 and $6,042, respectively, a decrease of $3,240. The decrease was attributable to lower interest rates in 2008.

Interest Expense. Interest expense includes interest on outstanding debt, reduced by interest capitalized in connection with the construction of our new satellites and launch vehicle. For the three months ended March 31, 2008 and 2007, interest expense was $17,675 and $15,192, respectively, an increase of $2,483. Interest expense increased due to the incurrence of the $250,000 Senior Secured Term Loan in June 2007. Interest expense was offset by the capitalized interest associated with satellite construction and a related launch vehicle.

Income Taxes

Income Tax Expense. Income tax expense represents the recognition of a deferred tax liability related to the difference in accounting for our FCC license, which is amortized over 15 years for tax purposes but not amortized for book purposes in accordance with U.S. generally accepted accounting principles. We recorded income tax expense of $543 and $555 for the three months ended March 31, 2008 and 2007, respectively.

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Footnotes to Results of Operations

(1) Average monthly churn represents the number of deactivated subscribers divided by average quarterly subscribers.

(2) ARPU is derived from total earned subscriber revenue and net advertising revenue divided by the daily weighted average number of subscribers for the period. ARPU is calculated as follows:

	For the Three Months Ended	
	March 31, 2008	**March 31, 2007**
Subscriber revenue	$ 255,640	$ 190,796
Net advertising revenue	8,408	6,721
Total subscriber and net advertising revenue	$ 264,048	$ 197,517
Daily weighted average number of subscribers	8,446,343	6,295,282
ARPU	$ 10.42	$ 10.46

(3) SAC, as adjusted, per gross subscriber addition is derived from subscriber acquisition costs, excluding stock-based

compensation, and margins from the direct sale of SIRIUS radios and accessories divided by the number of gross subscriber additions for the period. SAC, as adjusted, per gross subscriber addition is calculated as follows:

	For the Three Months Ended	
	March 31, 2008	March 31, 2007
Subscriber acquisition cost	$ 89,824	$ 100,117
Less: stock-based compensation granted to third parties and employees	(14)	(1,880)
Add: margin from direct sale of SIRIUS radios and accessories	1,525	1,787
SAC, as adjusted	$ 91,335	$ 100,024
Gross subscriber additions	1,003,422	988,458
SAC, as adjusted, per gross subscriber addition	$ 91	$ 101

(4) Customer service and billing expenses, as adjusted, per average subscriber is derived from total customer service and billing expenses, excluding stock-based compensation, divided by the daily weighted average number of subscribers for the period. Customer service and

billing expenses, as adjusted, per average subscriber is calculated as follows:

	For the Three Months Ended	
	March 31, 2008	March 31, 2007
Customer service and billing expenses	$ 26,922	$ 21,853
Less: stock-based compensation	(276)	(199)
Customer service and billing expenses, as adjusted	$ 26,646	$ 21,654
Daily weighted average number of subscribers	8,446,343	6,295,282
Customer service and billing expenses, as adjusted, per average subscriber	$ 1.05	$ 1.15

(5) Free cash flow is derived from cash flow used in operating activities, capital expenditures, merger related costs, and restricted and other investment activity. Free cash flow is calculated as follows:

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	For the Three Months Ended	
	March 31, 2008	March 31, 2007
Net cash used in operating activities	$ (139,292)	$ (131,046)
Additions to property and equipment	(39,225)	(12,458)
Merger related costs	(10,018)	(2,901)
Restricted and other investment activity	2,000	(310)
Free cash flow	$ (186,535)	$ (146,715)

(6) Average monthly churn; ARPU; SAC, as adjusted, per gross subscriber addition; customer service and billing expenses, as adjusted, per average subscriber; and free cash flow are not measures of financial performance under U.S. generally accepted accounting principles (GAAP). We believe these non-GAAP financial measures provide meaningful supplemental information regarding our operating performance and are used by us for budgetary and planning purposes; when publicly providing our business outlook; as a means to evaluate period-to-period comparisons; and to compare our performance to that of our competitors.

We also believe that investors also use our current and projected metrics to monitor the performance of our business and make investment decisions.

We believe the exclusion of stock-based compensation expense in our calculations of SAC, as adjusted, per gross subscriber addition and customer service and billing expenses, as adjusted, per average subscriber is useful given the significant variation in expense that can result from changes in the fair market value of our common stock, the effect of which is unrelated to the operational conditions that give rise to variations in the components of our subscriber acquisition costs and customer service and billing expenses. Specifically, the exclusion of stock-based compensation expense in our calculation of SAC, as adjusted, per gross subscriber addition is critical in

being able to understand the economic impact of the direct costs incurred to acquire a subscriber and the effect over time as economies of scale are reached.

These non-GAAP financial measures are used in addition to and in conjunction with results presented in accordance with GAAP. These non-GAAP financial measures may be susceptible to varying calculations; may not be comparable to other similarly titled measures of other companies; and should not be considered in isolation, as a substitute for, or superior to measures of financial performance prepared in accordance with GAAP.

(7) We refer to net loss before taxes; other income (expense)-including interest and investment income, interest expense, equity in net loss of affiliate; depreciation; and stock-based compensation expense as adjusted

loss from operations. Adjusted loss from operations is not a measure of financial performance under U.S. GAAP. We believe adjusted loss from operations is a useful measure of our operating performance. We use adjusted loss from operations for budgetary and planning purposes; to assess the relative profitability and on-going performance of our consolidated operations; to compare our performance from period to-period; and to compare our performance to that of our competitors. We also believe adjusted loss from operations is useful to investors to compare our operating performance to the performance of other communications, entertainment and media companies. We believe that investors use current and projected adjusted loss from operations to estimate our current or prospective enterprise value and make investment decisions.

Because we fund and build-out our satellite radio system through the periodic raising and expenditure of large amounts of capital, our results of operations reflect significant charges for interest and depreciation expense. We believe adjusted loss from operations provides useful information about the operating performance of our business apart from the costs associated with our capital structure and physical plant. The exclusion of interest and depreciation expense is useful given fluctuations in interest rates and significant variation in depreciation expense that can result from the amount and timing of capital expenditures and potential variations in estimated useful lives, all of which can vary widely across different industries or among companies within the same industry. We believe the exclusion of taxes is appropriate for comparability purposes as the tax positions of companies can vary because of their

differing abilities to take advantage of tax benefits and because of the tax policies of the various jurisdictions in which they operate. We also believe the exclusion of stock-based compensation expense is useful given the significant variation in expense that can result from changes in the fair market value of our common stock. Finally, we believe that the exclusion of our equity in net loss of affiliate (SIRIUS Canada Inc.) is useful to assess the performance of our core consolidated operations in the continental United States. To compensate for the exclusion of taxes, other income (expense), depreciation, impairment charges and stock-based compensation expense, we separately measure and budget for these items.

There are material limitations associated with the use of adjusted loss from operations in evaluating our company compared

with net loss, which reflects overall financial performance, including the effects of taxes, other income (expense), depreciation, impairment charges and stock-based compensation expense. We use adjusted loss from operations to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone. Investors that wish to compare and evaluate our operating results after giving effect for these costs, should refer to net loss as disclosed in our unaudited consolidated statements of operations. Since adjusted loss from operations is a non-GAAP financial measure, our calculation of adjusted loss from operations may be susceptible to varying calculations; may not be comparable to other similarly titled measures of other companies; and should not be considered in isolation, as a

substitute for, or superior to measures of financial performance prepared in accordance with GAAP.

Adjusted loss from operations is calculated as follows:

	For the Three Months Ended	
	March 31, 2008	**March 31, 2007**
Net loss	$ (104,118)	$ (144,745)
Depreciation	26,906	26,786
Stock-based compensation	22,262	24,260
Other non operating expense	14,950	9,145
Income tax expense	543	555
Adjusted loss from operations	$ (39,457)	$ (83,999)

Liquidity and Capital Resources

Cash Flows for the Three Months Ended March 31, 2008 Compared with the Three Months Ended March 31, 2007

As of March 31, 2008, we had $252,508 in cash and cash equivalents compared with $259,162 as of March 31, 2007 and $438,820 as of December 31, 2007.

The following table presents a summary of our cash flow activity for the three months ended March 31, 2008 and 2007:

	For the Three Months Ended March 31,		
	2008	2007	Variance
Net cash used in operating activities	$ (139,292)	$ (131,046)	$ (8,246)
Net cash used in investing activities	(47,235)	(4,723)	(42,512)
Net cash provided by financing activities	215	1,510	(1,295)
Net decrease in cash and cash equivalents	(186,312)	(134,259)	(52,053)
Cash and cash equivalents at beginning of period	438,820	393,421	45,399
Cash and cash equivalents at end of period	$ 252,508	$ 259,162	$ (6,654)

Net Cash Used in Operating Activities

Net cash used in operating activities increased $8,246 to $139,292 for the three months ended March 31, 2008 from $131,046 for the three months ended March 31, 2007. Such increase in the net outflows of cash was attributable to the increased pay down of accruals related to royalties and litigation related costs, offset by the improvement in adjusted loss from operations.

Net Cash Used in Investing Activities

Net cash used in investing activities was $47,235 for the three months ended March 31, 2008 compared with $4,723 for the three months ended March 31, 2007. The $42,512 increase was primarily a result of an increase in capital expenditures of $26,767 primarily as a result of costs associated with our satellite construction and launch vehicle and an increase in merger related costs of $7,117 in the three months ended March 31, 2008.

We will incur significant capital expenditures to construct and launch our new satellites and to improve our terrestrial repeater network and broadcast and administrative infrastructure. These capital expenditures will support our growth and the resiliency of our operations, and will also support the delivery of future new revenue streams.

Net Cash Provided by Financing Activities

Net cash provided by financing activities decreased $1,295 to $215 for the three months ended March 31, 2008 from $1,510 for the three months ended March 31, 2007 primarily due to the repayment of long-term debt.

Financings and Capital Requirements

We have historically financed our operations through the sale of debt and equity securities.

Future Liquidity and Capital Resource Requirements

In 2004, we issued $300,000 in aggregate principal amount of our 2 1/2% Convertible Notes due 2009. These notes are convertible, at the option of the holders, into shares of our common stock at a conversion rate of 226.7574 shares of common stock for each $1,000.00 principal amount, or $4.41 per share of common stock. These notes mature in February 2009. If our common stock does not trade above $4.41 per share prior to the maturity of these notes it is not likely that the holders will convert them prior to maturity, and we will have to refinance these notes when they mature in February 2009.

Based upon our current plans, we believe that our cash, cash equivalents and marketable securities will be sufficient to cover our estimated funding needs through cash flow breakeven, the point at which our revenues are sufficient to fund expected operating expenses, capital expenditures, merger related costs, working capital requirements, interest payments and taxes. Our first quarter of positive free cash flow was reached in the fourth

quarter of 2006, and we achieved positive free cash flow for the second half of 2007. Our financial projections are based on assumptions, which we believe are reasonable but contain significant uncertainties.

We regularly evaluate our plans and strategy. These evaluations often result in changes to our plans and strategy, some of which may be material and significantly change our cash requirements or cause us to achieve cash flow breakeven at a later date. These changes in our plans or strategy may include: the acquisition of unique or compelling programming; the introduction of new features or services; significant new or enhanced distribution arrangements; investments in infrastructure, such as satellites, equipment or radio spectrum; and acquisitions of third parties that own programming, distribution, infrastructure, assets, or any combination of the foregoing.

In July 2007, we amended and restated our Credit Agreement with Space Systems/Loral (the Credit Agreement). Under the Amended and Restated Customer Credit Agreement, Space Systems/Loral has agreed to make loans to us in an aggregate principal amount of up to $100,000 to finance the purchase of our fifth and sixth satellites. Loans made under the Credit Agreement will be secured by our rights under the Satellite Purchase Agreement with Space Systems/Loral, including our rights to our new satellites. The loans are also entitled to the benefits of a subsidiary guarantee from Satellite CD Radio, Inc., our subsidiary that holds our FCC license, and any future material subsidiary that may be formed by us. The maturity date of the loans is the earliest to occur of (i) June 10, 2010, (ii) 90 days after our sixth satellite becomes available for shipment, and (iii) 30 days prior to the scheduled launch of the sixth satellite. Any loans made under the Credit Agreement generally will bear interest at a variable rate equal to three-month LIBOR plus 4.75%. The Credit Agreement permits us to prepay all or a portion of the loans outstanding without penalty. We have no current plans to draw under this Credit Agreement.

In June 2007, we entered into a Term Credit Agreement with a syndicate of financial institutions. The Term Credit Agreement provides for a term loan of $250,000, which has been drawn. Interest under the Term Credit Agreement is based, at our option, on (i) adjusted LIBOR plus 2.25% or (ii) the higher of (a) the prime rate and (b) the Federal Funds Effective Rate plus 1/2 of 1.00%, plus 1.25%. LIBOR borrowings may be made for interest periods, at our option, of one, two, three or six months (or, if agreed by all of the lenders, nine or twelve months). The loan amortizes in equal quarterly installments of 0.25% of the initial aggregate principal amount for the first four and a half years, with the balance of the loan thereafter being repaid in four equal quarterly installments. The loan matures on December 20, 2012. The loan is guaranteed by our material wholly owned subsidiaries, including Satellite CD Radio, Inc. (the Guarantors). The Term Credit Agreement is secured by a lien on substantially all of our and the Guarantors assets, including our four satellites and the shares of the Guarantors. The Term Credit Agreement contains customary affirmative covenants and event of default provisions. The negative covenants contained in the Term Credit Agreement are substantially similar to those contained in the indenture governing our $9^5/_8$% Senior Notes due 2013.

To fund incremental cash requirements, or as market opportunities arise, we may choose to raise additional funds through the sale of additional debt securities, equity securities or a combination of debt and equity securities. The incurrence of additional indebtedness would result in increased fiscal obligations and could contain restrictive covenants. The sale of additional equity or convertible debt securities may result in dilution to our stockholders. These additional sources of funds may not be available or, if available, may not be available on terms favorable to us. Our merger agreement with XM Radio restricts our ability to incur additional debt and limits the amount of new equity we can issue, in each case without approval from XM Radio.

2003 Long-Term Stock Incentive Plan

In January 2003, our board of directors adopted the Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan (the 2003 Plan), and on March 4, 2003 our stockholders approved this plan. On May 25, 2004, our stockholders approved an amendment to the 2003 Plan to include members of our board of directors as eligible participants. Employees, consultants and members of our board of directors are eligible to receive awards under the 2003 Plan. The 2003 Plan provides for the grant of stock options, restricted stock, restricted stock units and other stock-based awards that the compensation committee of our board of directors may deem appropriate.

Vesting and other terms of stock-based awards are set forth in the agreements with the individuals receiving the awards. Stock-based awards granted under the 2003 Plan are generally subject to a vesting requirement. Stock-based awards generally expire ten years from date of grant. Each restricted stock unit entitles the holder to receive one share of our common stock upon vesting.

As of March 31, 2008, approximately 100,431,000 stock options, shares of restricted stock and restricted stock units were outstanding. As of March 31, 2008, approximately 53,750,000 shares of our common stock were available

for grant under the 2003 Plan. During the three months ended March 31, 2008, employees exercised 62,335 stock options at exercise prices ranging from $2.69 to $3.36 per share, resulting in proceeds to us of $840. The exercise of the remaining outstanding, vested options could result in an inflow of cash in future periods.

Contractual Cash Commitments

For a discussion of our Contractual Cash Commitments refer to Note 11 to the unaudited consolidated financial statements, Commitments and Contingencies, of this Form 10-Q.

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Critical Accounting Policies

For a description of our Critical Accounting Policies refer to Management s Discussion and Analysis of Financial Condition and Results of Operations within our Annual Report on Form 10-K for the year ended December 31, 2007 and Note 3 to the unaudited consolidated financial statements, Summary of Significant Accounting Policies, of this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

As of March 31, 2008, we did not have any derivative financial instruments and we do not intend to use derivatives. We do not hold or issue any free-standing derivatives. We hold investments in marketable securities, which consist of certificates of deposit. We classify our marketable securities as available-for-sale. These securities are consistent with the investment objectives contained within our investment policy. The basic objectives of our investment policy are the preservation of capital, maintaining sufficient liquidity to meet operating requirements and maximizing yield.

Our long-term debt includes fixed interest rate and variable interest rate debt. Under our current policies, we do not use interest rate derivative instruments to manage our exposure to interest rate fluctuations. The fair market value of our debt is sensitive to changes in interest rates.

Item 4. Controls and Procedures

As of March 31, 2008, an evaluation was performed under the supervision and with the participation of our management, including Mel Karmazin, our Chief Executive Officer, and David J. Frear, our Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of March 31, 2008. There have been no changes in our internal control over financial reporting or in other factors that could materially affect, or is reasonably likely to materially affect, our internal control over financial reporting for the three months ended March 31, 2008.

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Part II
Other Information

Item 1. Legal Proceedings

FCC Matters. In April 2006, we learned that XM Radio and two manufacturers of SIRIUS radios had received inquiries from the FCC as to whether the FM transmitters in their products complied with the FCC s emissions and frequency rules. We promptly began an internal review of the compliance of the FM transmitters in a number of our radios. In June 2006, we learned that a third manufacturer of SIRIUS radios had received an inquiry from the FCC as to whether the FM transmitters in its products complied with the FCC s emissions and frequency rules. In June 2006, we received a letter from the FCC making similar inquiries. In July 2006, we responded to the letter from the FCC in respect of the preliminary results of our review. In August 2006, we received a follow-up letter of inquiry from the FCC and responded to the FCC s further inquiry. We continue to cooperate with the FCC s inquiry.

During our internal review, we determined that certain of our radios with FM transmitters were not compliant with FCC rules. We have taken a series of actions to correct the problem.

In connection with our internal review, we discovered that certain SIRIUS personnel requested manufacturers to produce SIRIUS radios that were not consistent with the FCC s rules. As a result of this review, we are taking significant steps to ensure that this situation does not happen again, including the adoption of a compliance plan, approved by our board of directors, to ensure that in the future our products comply with all applicable FCC rules.

The FCC s laboratory has tested a number of our products and found them to be compliant with the FCC s rules. We believe SIRIUS radios that are currently in production comply with applicable FCC s rules. No health or safety issues are involved with these SIRIUS radios and radios which are factory-installed in new vehicles are not affected.

We have retained an engineering compliance officer to report to our Senior Vice President of Internal Audit, who reports to our Audit Committee.

In October 2006, we ceased operating 11 of our terrestrial repeaters which we discovered had been operating at variance to the specifications and applied to the FCC for new authority to resume operating these repeaters.

Copyright Royalty Board Proceeding. In December 2007, the Copyright Royalty Board, or CRB, of the Library of Congress issued its decision regarding the royalty rate payable by us under the statutory license covering the performance of sound recordings over our satellite digital audio radio service for the six-year period starting January 1, 2007 and ending December 31, 2012. Under the terms of the CRB s decision, we will pay a royalty of 6.0% of gross revenues, subject to certain exclusions, for 2007 and 2008, 6.5% for 2009, 7.0% for 2010, 7.5% for 2011 and 8.0% for 2012. SoundExchange has appealed the decision of the CRB to the United States Court of Appeals for the District of Columbia Circuit.

U.S. Electronics Arbitration. In 2006, U.S. Electronics Inc., a former licensed distributor manufacturer of SIRIUS radios, commenced an arbitration proceeding against us. U.S. Electronics alleges that, among other things, we breached our contract; failed to pay monies owed under the contract; tortiously interfered with U.S. Electronics relationships with retailers and manufacturers; and otherwise acted in bad faith. U.S. Electronics is seeking between $75,000 and $110,000 in damages. We believe that a substantial portion of these damages are barred by the limitation of liability provisions contained in the contract between us and U.S. Electronics. U.S. Electronics contends that these provisions do not bar its damages because of, among other reasons, our alleged bad faith and tortious conduct.

We are vigorously defending this action. A hearing in this arbitration commenced in March 2008 and, absent a settlement, we expect the arbitrators to issue a decision in this matter in the third quarter of 2008.

Other Matters. In the ordinary course of business, we are a defendant in various lawsuits and arbitration proceedings, including actions filed by former employees, parties to contracts or leases and owners of patents, trademarks, copyrights or other intellectual property. None of these actions are, in our opinion, likely to have a material adverse effect on our business or financial results.

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Item 1A. Risk Factors

Reference is made to the Risk Factors set forth in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007. The Risk Factors remain applicable from our Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

See Exhibit Index attached hereto.

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SIGNATURES

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

Sirius Satellite Radio Inc.

By: /s/ David J. Frear
David J. Frear
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

May 12, 2008

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EXHIBIT INDEX

Exhibit	Description
2.1	Agreement and Plan of Merger, dated as of February 19, 2007, by and among the Company, Vernon Merger Corporation and XM Satellite Radio Holdings Inc. (incorporated by reference to Exhibit 2.1 to the Company s Current Report on Form 8-K dated February 19, 2007).
3.1	Amended and Restated Certificate of Incorporation dated March 4, 2003 (incorporated by reference to Exhibit 3.1 to the Company s Annual Report on Form 10-K for the year ended December 31, 2002).
3.2	Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001).
4.1	Form of certificate for shares of Common Stock (incorporated by reference to Exhibit 4.3 to the Company s Registration Statement on Form S-1 (File No. 33-74782)).
4.2	Warrant Agreement, dated as of May 15, 1999, between the Company and United States Trust Company of New York, as warrant agent (incorporated by reference to Exhibit 4.4.4 to the Company s Registration Statement on Form S-4 (File No. 333-82303)).
4.3	Indenture, dated as of September 29, 1999, between the Company and United States Trust Company of Texas, N.A., as trustee, relating to the Company s 8^{3}/4% Convertible Subordinated Notes due 2009 (incorporated by reference to Exhibit 4.2 to the Company s Current Report on Form 8-K filed on October 13, 1999).
4.4	First Supplemental Indenture, dated as of September 29, 1999, between the Company and United States Trust Company of Texas, N.A., as trustee, relating to the Company s 8^{3}/4% Convertible Subordinated Notes due 2009 (incorporated by reference to Exhibit 4.01 to the Company s Current Report on Form 8-K filed on October 1, 1999).
4.5	Second Supplemental Indenture, dated as of March 4, 2003, among the Company, The Bank of New York (as successor to United States Trust Company of Texas, N.A.), as resigning trustee, and HSBC Bank USA, as successor trustee, relating to the Company s 8^{3}/4% Convertible Subordinated Notes due 2009 (incorporated by reference to Exhibit 4.16 to the Company s Annual Report on Form 10-K for the year ended December 31, 2002).
4.6	Third Supplemental Indenture, dated as of March 7, 2003, between the Company and HSBC Bank USA, as trustee, relating to the Company s 8^{3}/4% Convertible Subordinated Notes due 2009 (incorporated by reference to Exhibit 4.17 to the Company s Annual Report on Form 10-K for the year ended December 31, 2002).
4.7	Form of 8^{3}/4% Convertible Subordinated Note due 2009 (incorporated by reference to Article VII of Exhibit 4.01 to the Company s Current Report on Form 8-K filed on October 1, 1999).
4.8	Indenture, dated as of May 23, 2003, between the Company and The Bank of New York, as trustee (incorporated by reference to Exhibit 99.2 to the Company s Current Report on Form 8-K dated May 30, 2003).
4.9	

	First Supplemental Indenture, dated as of May 23, 2003, between the Company and The Bank of New York, as trustee, relating to the Company s 3½% Convertible Notes due 2008 (incorporated by reference to Exhibit 99.3 to the Company s Current Report on Form 8-K dated May 30, 2003).
4.10	Second Supplemental Indenture, dated as of February 20, 2004, between the Company and The Bank of New York, as trustee, relating to the Company s 2½% Convertible Notes due 2009 (incorporated by reference to Exhibit 4.20 to the Company s Annual Report on Form 10-K for the year ended December 31, 2003).

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Exhibit	Description
4.11	Third Supplemental Indenture, dated as of October 13, 2004, between the Company and The Bank of New York, as trustee, relating to the Company s 3/4% Convertible Notes due 2011 (incorporated by reference to Exhibit 4.1 to the Company s Current Report on Form 8-K dated October 13, 2004).
4.12	Indenture, dated as of August 9, 2005, between the Company and The Bank of New York, as trustee, relating to the Company s 9?% Senior Notes due 2013 (incorporated by reference to Exhibit 4.1 to the Company s Current Report on Form 8-K filed on August 12, 2005).
4.13	Common Stock Purchase Warrant granted by the Company to DaimlerChrysler AG dated October 1, 2007 (incorporated by reference to Exhibit 4.13 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2007).
4.14	Common Stock Purchase Warrant granted by the Company to Ford Motor Company dated October 7, 2002 (incorporated by reference to Exhibit 4.16 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2002).
4.15	Form of Media-Based Incentive Warrant dated February 3, 2004 issued by the Company to NFL Enterprises LLC (incorporated by reference to Exhibit 4.25 to the Company s Annual Report on Form 10-K for the year ended December 31, 2003).
4.16	Bounty-Based Incentive Warrant dated February 3, 2004 issued by the Company to NFL Enterprises LLC (incorporated by reference to Exhibit 4.26 to the Company s Annual Report on Form 10-K for the year ended December 31, 2003).
4.17	Amended and Restated Warrant Agreement, dated as of December 27, 2000, between the Company and United States Trust Company of New York, as warrant agent and escrow agent (incorporated by reference to Exhibit 4.27 to the Company s Registration Statement on Form S-3 (File No. 333-65602)).
4.18	Amended and Restated Customer Credit Agreement, dated as of July 30, 2007, between the Company and Space Systems/Loral, Inc. (incorporated by reference to Exhibit 4.19 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2007).
4.19	Term Credit Agreement, dated as of June 20, 2007, among the Company., the lenders party thereto, and Morgan Stanley Senior Funding, Inc., as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K dated June 20, 2007).
10.1.1	Lease Agreement, dated as of March 31, 1998, between Rock-McGraw, Inc. and the Company (incorporated by reference to Exhibit 10.1.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 1998).
10.1.2	Supplemental Indenture, dated as of March 22, 2000, between Rock-McGraw, Inc. and the Company (incorporated by reference to Exhibit 10.1.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).
* 10.2	Employment Agreement dated November 18, 2004 between the Company and Mel Karmazin (incorporated by reference to Exhibit 10.2 to the Company s Annual Report on Form 10-K for the year

	ended December 31, 2004).
* 10.3	Employment Agreement, dated as of June 3, 2003, between the Company and David J. Frear (incorporated by reference to Exhibit 10.7 to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2003).
* 10.4	First Amendment, dated as of August 10, 2005, to the Employment Agreement, dated as of June 3, 2003, between the Company and David Frear (incorporated by reference to Exhibit 10.2 to the Company s Current Report on Form 8-K dated August 12, 2005).
* 10.5	Second Amendment, dated as of February 12, 2008, to the Employment Agreement, dated as of June 3, 2003, between the Company and David J. Frear (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K dated February 13, 2008).
* 10.6	Employment Agreement, dated as of May 5, 2004, between the Company and Scott A. Greenstein (incorporated by reference to Exhibit 10.4 to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).

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Exhibit	Description
* 10.7	First Amendment, dated as of August 8, 2005, to the Employment Agreement, dated as of May 5, 2004, between the Company and Scott A. Greenstein (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K dated August 12, 2005).
* 10.8	Amended and Restated Employment Agreement, dated as of June 6, 2007, between the Company and James E. Meyer (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K dated June 7, 2007).
* 10.9	Restricted Stock Unit Agreement, dated as of August 9, 2005, between the Company and James E. Meyer (incorporated by reference to Exhibit 10.3 to the Company s Current Report on Form 8-K dated August 12, 2005).
* 10.10	Employment Agreement, dated as of November 8, 2004, between the Company and Patrick L. Donnelly (incorporated by reference to Exhibit 10.6 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004).
* 10.11	First Amendment, dated as of May 21, 2007, to the Employment Agreement, dated as of November 8, 2004, between Patrick L. Donnelly and the Company (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K dated May 22, 2007).
* 10.12	CD Radio Inc. 401(k) Savings Plan (incorporated by reference to Exhibit 4.4 to the Company s Registration Statement on Form S-8 (File No. 333-65473)).
* 10.13	Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
* 10.14	Form of Option Agreement, dated as of December 29, 1997, between the Company and each Optionee (incorporated by reference to Exhibit 10.16.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 1998).
10.15	Joint Development Agreement, dated as of February 16, 2000, between the Company and XM Satellite Radio Inc. (incorporated by reference to Exhibit 10.28 to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2000).
31.1	Certificate of Mel Karmazin, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certificate of David J. Frear, Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certificate of Mel Karmazin, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.2	Certificate of David J. Frear, Executive Vice President and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

* This document has been identified as a management contract or compensatory plan or arrangement.

Portions of this exhibit have been omitted pursuant to Applications for Confidential treatment filed by the Company with the Securities and Exchange Commission.