SIRIUS SATELLITE RADIO INC
Form S-8
December 16, 2003

As filed with the Securities and Exchange Commission on December 16, 2003, Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware	52-170027
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

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

SIRIUS SATELLITE RADIO INC. 401(k) SAVINGS PLAN
(Full title of the Plan)

Patrick L. Donnelly
Executive Vice President, General Counsel and Secretary
Sirius Satellite Radio Inc.
1221 Avenue of the Americas
36th Floor
New York, New York 10020
(212) 584-5100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Paul D. Ginsberg
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
(212) 373-3000

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered(1)	Amount to be Registered (2)	Proposed maximum offering price per share (3)	Proposed ma aggregate offerin

Shares of Sirius Satellite Radio Inc. common stock, par value $0.001 per share	500,000	$2.14	$1,070,0
Preferred stock purchase rights(4)	500,000	(4)	(4)

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers any shares of common stock and preferred stock purchase rights that may be issuable pursuant to the anti-dilution provisions of the employee benefit plan described herein. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests in the plan named above to be offered or sold pursuant to that plan.

(2) This amount represents a 500,000 share increase in the number of shares of common stock authorized for issuance under the Sirius Satellite Radio Inc. 401(k) Savings Plan.

(3) The proposed maximum offering price per share and the registration fee were calculated in accordance with Rule 457(c) and (h) based on the average of the high and low prices for shares of the common stock on December 10, 2003, as reported in the Nasdaq National Market System, which was $2.14.

(4) Each preferred stock purchase right represents the right to purchase one one-hundredth of a share of Series B Preferred Stock for each share of common stock. The rights are appurtenant to and trade with the common stock. The value attributable to the rights, if any, is reflected in the value of the common stock, and the registration fee for the rights is included in the fee for the common stock.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Sirius Satellite Radio Inc., a Delaware corporation (the "Company"), with respect to an additional 500,000 shares of the Company's common stock, par value of $0.001 per share, attached preferred stock purchase rights and an indeterminate number of plan interests, issuable under the Sirius Satellite Radio Inc. 401(k) Savings Plan (the "Plan"), and consists of those items required by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2002;

2. The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2003, June 30, 2003 and September 30, 2003;

3. The Plan's Annual Report on Form 11-K for the year ended December 31, 2002;

4. The Company's Current Reports on Form 8-K dated April 30, 2003, May 14, 2003, May 20, 2003, May 21, 2003, June 4, 2003, July 30, 2003, August 6, 2003, October 29, 2003, November 19, 2003 and December 16, 2003;

5. The Company's Registration Statement on Form S-8 (File No. 333-103020) dated June 11, 2003;

6. The Company's Registration Statement on Form S-8 (File No. 333-101515) dated November 27, 2002;

7. The Company's Registration Statement on Form S-8 (File No. 333-100083) dated September 25, 2002;

8. The Company's Registration Statement on Form S-8 (File No. 333-81914) dated February 1, 2002;

9. The Company's Registration Statement on Form S-8 (File No. 333-74752) dated December 7, 2001;

10. The Company's Registration Statement on Form S-8 (File No. 333-62818) dated June 12, 2001;

11. The Company's Registration Statement on Form S-8 (File No. 333-47954) dated October 13, 2000;

12. The Company's Registration Statement on Form S-8 (File No. 333-65473) dated October 8, 1998; and

13. The description of our common stock contained in our Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

All other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities registered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified

or superseded, to constitute a part of this registration statement.

Item 5. Interests of Named Experts and Counsel

Patrick L. Donnelly, Esq., whose legal opinion with respect to the securities registered hereunder is filed as Exhibit 5.1 hereto, is an employee of the Company and participates in the Plan and other benefit plans established by the Company.

The consolidated financial statements of the Company appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and the financial statements and schedules of the Sirius Satellite Radio 401(k) Savings Plan appearing in the Plan's Annual Report on Form 11-K for the year ended December 31, 2002, have both been audited by Ernst & Young LLP, independent auditors, as set forth in their reports thereon and incorporated herein by reference. Such consolidated financial statements and financial statements and schedules are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

Item 8. Exhibits

See Exhibit Index elsewhere herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 16, 2003.

SIRIUS SATELLITE RADIO INC.

By: /s/ Patrick L. Donnelly

Patrick L. Donnelly
Executive Vice President,
General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Patrick L. Donnelly and Douglas A. Kaplan, and each of them, his true and lawful agent, proxy and attorney-in-fact, each acting alone with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all

capacities, to (i) act on, sign and file with the Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agents, proxies and attorneys-in-fact, any of them or any of his or their substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signatures	Title	Date
/s/ Joseph P. Clayton Joseph P. Clayton	President and Chief Executive Officer (Principal Executive Officer) and Director	December 1
/s/ David J. Frear David J. Frear	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 1
/s/ Edward Weber, Jr. Edward Weber, Jr.	Vice President and Controller (Principal Accounting Officer)	December 1
/s/ Lawrence F. Gilberti Lawrence F. Gilberti	Director	December 1
/s/ James P. Holden James P. Holden	Director	December 1
/s/ Michael J. McGuiness Michael J. McGuiness	Director	December 1
/s/ James F. Mooney James F. Mooney	Director	December 1

INDEX TO EXHIBITS

Exhibit No.	
5.1	Opinion of Patrick L. Donnelly, Esq., Executive Vice President, General Counsel and Secretary of the Company.
23.1	Consent of Patrick L. Donnelly, Esq., Executive Vice President, General Counsel and Secretary of the Company (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP.
23.3	Notice regarding Consent of Arthur Andersen LLP.