

SIRIUS XM RADIO INC.  
Form 8-K  
October 23, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 23, 2012

**SIRIUS XM RADIO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware                      001-34295                      52-1700207  
(State or other Jurisdiction)    (Commission File Number)

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of Incorporation)

(I.R.S.  
Employer

Identification  
No.)

1221 Avenue of the Americas, 36th Fl., New York, NY 10020  
(Address of Principal Executive Offices) (Zip  
Code)

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On October 23, 2012, Mel Karmazin, our Chief Executive Officer, informed our Board of Directors that he will be leaving on February 1, 2013. Mr. Karmazin will also leave our Board of Directors at that time. Our Board of Directors has formed a committee to search for a new Chief Executive Officer. A copy of the press release dated October 23, 2012 relating to such announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The Exhibit Index attached hereto is incorporated herein.

**SIGNATURES**

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

SIRIUS XM RADIO INC.

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

Dated: October 23, 2012

EXHIBITS

**Description of Exhibit**

Exhibit

99.1 Press Release dated October 23, 2012.

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