

SIRIUS SATELLITE RADIO INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 02/12/08

Address	1221 AVENUE OF THE AMERICAS 36TH FLOOR NEW YORK, NY 10020
Telephone	2128995000
CIK	0000908937
Symbol	SIRI
SIC Code	4832 - Radio Broadcasting Stations
Industry	Broadcasting & Cable TV
Sector	Technology
Fiscal Year	12/31

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
(State or other jurisdiction of
incorporation or organization)

52-170027
(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:
Gary L. Sellers
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.001 per share	2,000,000	\$3.11	\$6,220,000	\$244.45

- (1) This amount represents a 2,000,000 share increase in the number of shares of common stock authorized for issuance under the Sirius Satellite Radio Inc. 401(k) Savings Plan. In addition to the shares set forth in the table, pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers an indeterminable number of shares of common stock 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 to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Pursuant to Rule 457(c) and Rule 457(h), the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low prices for shares of the common stock on February 7, 2008, as reported in the NASDAQ Global Select Market.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Sirius Satellite Radio Inc., a Delaware corporation (the "Company"), to register an additional 2,000,000 shares of the Company's common stock, par value of \$0.001 per share and an indeterminate number of plan interests, issuable under the Sirius Satellite Radio Inc. 401(k) Savings Plan (the "Plan"). Pursuant to General Instruction E to Form S-8, the Company incorporates by reference into this Registration Statement the entire contents of its earlier Registration Statements on Form S-8, File Nos. 333-142726; 333-139214; 333-133277; 333-125118; 333-119479; 333-111221; 333-106020; 333-101515; 333-100083; 333-81914; 333-74752; 333-62818; 333-47954; and 333-65473 relating to the Plan.

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, 2006 ;
2. The Plan's Annual Report on Form 11-K for the year ended December 31, 2006;
3. The Company Current Reports on Form 8-K dated February 19, 2007; February 21, 2007; March 13, 2007; March 20, 2007; April 12, 2007; May 1, 2007; May 21, 2007; June 5, 2007; June 6, 2007; June 20, 2007; July 31, 2007; August 2, 2007; September 5, 2007; October 30, 2007; November 5, 2007; and December 4, 2007; and
4. The description of the Company's common stock contained in the Company's 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 for purposes of this registration statement to the extent that a statement contained herein 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 hereto, is an employee of the Company and participates in the Plan and other benefit plans established by the Company.

Item 8. Exhibits

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

The Company has submitted the Plan to the Internal Revenue Service (the "IRS"). The Company hereby undertakes to submit any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code.

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 February 12, 2008.

SIRIUS SATELLITE RADIO INC.

By: 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 Ruth A. Ziegler, 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:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mel Karmazin</u> Mel Karmazin	Chief Executive Officer (Principal Executive Officer) and Director	February 12, 2008
<u>/s/ David J. Frear</u> David J. Frear	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 12, 2008
<u>/s/ Adrienne Calderone</u> Adrienne Calderone	Senior Vice President and Corporate Controller (Principal Accounting Officer)	February 12, 2008

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph P. Clayton</u> Joseph P. Clayton	Chairman of the Board of Directors	February 12, 2008
<u>/s/ Leon D. Black</u> Leon D. Black	Director	February 12, 2008

/s/ Lawrence F. Gilberti
Lawrence F. Gilberti

Director

February 12, 2008

/s/ James P. Holden
James P. Holden

Director

February 12, 2008

/s/ Warren N. Lieberfarb
Warren N. Lieberfarb

Director

February 12, 2008

/s/ Michael J. McGuinness
Michael J. McGuinness

Director

February 12, 2008

/s/ James F. Mooney
James F. Mooney

Director

February 12, 2008

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee 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 February 12, 2008.

SIRIUS SATELLITE RADIO INC. 401(K)
SAVINGS PLAN

By: /s/ Patrick L. Donnelly
Patrick L. Donnelly
Executive Vice President,
General Counsel and Secretary of Sirius
Satellite Radio Inc.

INDEX TO EXHIBITS

Exhibit

No.

- 4.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002).
 - 4.2 Amended and Restated By-laws (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2001).
 - 5 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).
 - 23.2 Consent of Independent Registered Public Accounting Firm.
 - 24 Power of Attorney (included as part of the signature pages to this Registration Statement).
-

Sirius Satellite Radio Inc.
1221 Avenue of the Americas
New York, NY 10020

February 12, 2008

Sirius Satellite Radio Inc.
1221 Avenue of the Americas
New York, NY 10020

Dear Sirs:

I am familiar with the Sirius Satellite Radio Inc. 401(k) Savings Plan (the "Plan") under which 7,950,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Sirius Satellite Radio Inc., a Delaware corporation (the "Company"), have been authorized for issuance. I have acted as counsel to the Company in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), of a Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Act of 2,000,000 shares of Common Stock of the Company.

I have examined the Registration Statement and the Plan. I also have examined the originals or duplicates or certified or conformed copies of such records, agreements, documents and other instruments and have made such other investigations as I have deemed relevant and necessary in connection with the opinions expressed herein. In rendering the opinions below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to the original documents of all documents submitted to be as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualification and limitations stated herein, I am of the opinion that the Shares to be issued by the Company pursuant to the Plan have been duly authorized and, upon their issuance and delivery in accordance with the Plan, will be validly issued, fully paid and non-assessable.

I do not express any opinion herein concerning any law other than the law of the State of New York, the federal law of the United States and the Delaware General Corporation Law, (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). I am not admitted to practice in the State of Delaware.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Patrick L. Donnelly, Esq.

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Sirius Satellite Radio Inc. 401(k) Savings Plan of our reports (a) dated February 23, 2007, with respect to the consolidated financial statements and schedule of Sirius Satellite Radio Inc. and Subsidiaries, Sirius Satellite Radio Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Sirius Satellite Radio Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2006, and (b) dated June 26, 2007, with respect to the financial statements and schedules of the Sirius Satellite Radio Inc. 401(k) Savings Plan included in the Plan's Annual Report (Form 11-K), for the year ended December 31, 2006, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

New York, New York
February 6, 2008
