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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Sirius Satellite Radio Inc.

(Name of Issuer)

Common Stock, par value \$.001
(Title of Class of Securities)

125127 10 0
(CUSIP Number)

Avi Katz, Vice President, General Counsel and
Secretary, Loral Space & Communications Ltd.,
c/o Loral SpaceCom Corporation, 600 Third Avenue, New
York, New York 10016
(212) 697-1105

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 30, 2000
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

Loral Space & Communications Ltd., a Bermuda company ("Loral"), hereby amends and supplements, in this Amendment No. 1 to Schedule 13D (this "Amendment No. 1"), the Statement on Schedule 13D originally filed on August 13, 1997 (the "Schedule 13D"), with respect to shares of Common Stock, \$.001 par value per share (the "Shares"), of Sirius Satellite Radio Inc., formerly known as CD Radio Inc. (the "Company), as follows:

Capitalized terms used herein but not defined herein have the meanings assigned to them in the Schedule 13D.

Item 5. Interest in Securities of the Company

Item 5(e) of the Schedule 13D is hereby amended and restated as follows:

(e) On March 30, 2000, the Company reported in its Annual Report on Form 10-K that, as of March 23, 2000, it had 38,841,070 shares of Common Stock issued and outstanding. Accordingly, as of that date, the 1,905,488 shares of Common Stock acquired by Loral in August 1997 represent 4.9% of the outstanding shares of the Company and Loral has ceased to be the beneficial owner of more than five percent of the Company's Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2000

LORAL SPACE & COMMUNICATIONS LTD.

By: /s/ Avi Katz

*Name: Avi Katz
Title: Vice President,*

General Counsel and Secretary

End of Filing