

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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): November 10, 1997

CD RADIO INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other
jurisdiction of
No.)
incorporation)

0-24710

(Commission
File Number)

52-1700207

(IRS Employer
Identification

1001 22nd Street, N.W., Washington, DC 20037
(Address of principal executive offices)

Registrant's telephone number, including area code: (202) 296-6192

Not Applicable
(Former name or former address, if changed since last report)

ITEM 5. OTHER

On November 18, 1997, the Company issued a press release announcing that it had received tenders from all holders of its 5% Delayed Convertible Preferred Stock ("5% Preferred Stock") in response to its offer to exchange shares of its new 10 1/2% Series C Convertible Preferred Stock for all outstanding shares of 5% Preferred Stock. A copy of this press release is filed as an Exhibit to this report.

On November 10, 1997, an application for review was filed with the Federal Communications Commission (the "FCC") by one of the losing applicants in the FCC's April 1997 auction regarding the award of an FCC national satellite radio license to Satellite CD Radio Inc., a wholly owned subsidiary of CD Radio Inc. The application for review requests, among other things, that the FCC adopt restrictions on the foreign ownership of licenses relating to satellite radio service. The International Bureau of the FCC has previously found that such foreign ownership restrictions do not apply to satellite radio service and rejected claims by the same party that such restrictions apply.

ITEM 7. Financial Statements and Exhibits

(a) Not applicable

(b) Not applicable

(c) Exhibits:

99. Press Release issued November 18, 1997

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.

CD RADIO INC.

By /s/ David Margoese

*David Margoese
Chairman and Chief
Executive Officer*

Date: November 19, 1997

FOR IMMEDIATE RELEASE

CD Radio Completes Exchange Offer

Washington, D.C. -- November 18, 1997 -- CD Radio Inc. (Nasdaq: CDRD) announced today that its offer to exchange shares of its new 10 1/2% Series C convertible preferred stock for outstanding shares of its 5% delayed convertible preferred stock had been accepted by all holders of the existing preferred stock as of the expiration of the offer at midnight last night.

In accordance with the terms of the offer, the Company will issue approximately 1,932,073 shares of Series C convertible preferred stock in exchange for the 4,988,781 shares of 5% preferred stock that were tendered. The new stock is expected to be issued on Thursday, November 20, 1997.

CD Radio holds one of two FCC national satellite radio broadcast licenses. The Company is building a satellite-to-car 50 channel radio system for the broadcast of music and other programming to motorists throughout the United States.

For Further Information: www.cdradio.com or David Margolese, 202-296-6192

End of Filing