SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)/1//

Sirius Satellite Radio Inc.

(Name of Issuer)

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

82966U-10-3
(CUSIP Number)

Apollo Management IV, L.P.
1999 Avenue of the Stars
Suite 1900
Los Angeles, California 90067
(310) 201-4100
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 5, 2001
(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(e), 13d-1(f) or 13d-1(g), check the following box

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

/1// 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 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).

(Continued on following pages)

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Apollo Investment Fund IV, L.P. 13-3985622	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS* OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 7,270,583
	8	SHARED VOTING POWER 7,666,667
	9	SOLE DISPOSITIVE POWER 7,270,583
	10	SHARED DISPOSITIVE POWER 7,666,667
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,666,667	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [_]	

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Apollo Overseas Partners IV, L.P. 98-0191324
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 396,084
	8	SHARED VOTING POWER 7,666,667
	9	SOLE DISPOSITIVE POWER 396,084
	10	SHARED DISPOSITIVE POWER 7,666,667

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	7,666,667
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[_]

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Apollo Advisors IV, L.P. 13-3983717	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS* OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 7,666,667
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 7,666,667
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,666,667	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [_]	

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This Amendment No. 3 amends the Schedule 13D originally filed on November 24, 1998, as amended by Amendment No. 1 filed on January 4, 1999 and as amended by Amendment No. 2 filed on October 28, 1999 (the "Schedule 13D"), by Apollo Investment Fund IV, L.P., a Delaware limited partnership ("AIFIV"), Apollo Overseas Partners IV, L.P., an exempted limited partnership registered in the Cayman Islands ("Overseas IV"), and Apollo Advisors IV, L.P., a Delaware limited partnership ("Advisors IV"), and relates to the common stock, par value $.001 per share (the "Common Stock"), of Sirius Satellite Radio Inc., a Delaware corporation (the "Company"), or securities convertible thereto. Capitalized terms used without definition in this Amendment No. 3 shall have the respective meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended and replaced in its entirety
as follows:

This Statement relates to the common stock, par value $.001 per share (the "Common Stock"), of Sirius Satellite Radio Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 1221 Avenue of the Americas, 36th Floor, New York, New York 10020.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended by adding the following at the
end thereof:

The aggregate purchase price of the 1,000,000 shares of Common Stock purchased by AIFIV and Overseas IV in open-market transactions was $7,585,000. The 1,000,000 shares of Common Stock were purchased by AIFIV and Overseas IV in the ordinary course and in open-market transactions with cash on hand, respectively.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by adding before the last
paragraph thereof the following:

The Reporting Persons purchased 1,000,000 shares of Common Stock in a series of open-market purchases from March 30, 2001 through April 5, 2001 based on the Reporting Persons' belief that the Common Stock at current market prices represent an additional investment opportunity.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and replaced in its entirety
as follows:

(a) The Reporting Persons collectively have purchased 1,350,000 shares of Series A Preferred Stock having an aggregate liquidation preference of $135,000,000, for an aggregate purchase price of $135,000,000, 65,000 shares of Series B Preferred Stock having an aggregate liquidation preference of $65,000,000, for an aggregate purchase price of $65,000,000 and

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1,000,000 shares of Common Stock, for an aggregate purchase price of $7,585,000. Assuming the conversion of all of the Series A Preferred Stock and Series B Preferred Stock as of the date hereof, the Reporting Persons collectively would beneficially own in the aggregate 7,666,667 shares of Common Stock of the Company, representing approximately 14.3% of the outstanding Common Stock of the Company, based upon the number of shares of Common Stock of the Company indicated as being outstanding in the Company's Annual Report on Form 10-K for the year ended December 31, 2000. The number of shares of Common Stock into which shares of Series A Preferred Stock and Series B Preferred Stock are convertible may be increased upon the occurrence of certain events as described in Item 4. See also the information contained on the cover pages to this Schedule 13D, which is incorporated herein by reference.

The securities of the Company held by the Reporting Persons may be subject from time to time to various collateral and other similar security arrangements made with third party financial institutions in the ordinary course of business.

(b) See the information contained on the cover pages to this Schedule 13D, which is incorporated herein by reference.

For purposes of Section 13 of the Act, Advisors IV may be deemed to control AIFIV and Overseas IV, respectively. Advisors IV may thus be considered to beneficially own and to have sole voting and dispositive power with respect to all of the Common Stock of the Issuer to be held of record by AIFIV and Overseas IV.

(c) Schedule A annexed hereto lists all transactions in the Issuer's Common Stock in the last 60 days by the Reporting Persons. The transactions in the Issuer's Common Stock listed on Schedule A hereto were purchased in the ordinary course and in open-market transactions.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct and agree that this statement if filed on behalf of each of them.

Dated: April 9, 2001

APOLLO INVESTMENT FUND IV, L.P.

By: Apollo Advisors IV, L.P., its General Partner
By: Apollo Capital Management IV, Inc.,
its General Partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Apollo Capital Management IV, Inc.

APOLLO OVERSEAS PARTNERS IV, L.P.

By: Apollo Advisors IV, L.P., its Managing General Partner
By: Apollo Capital Management IV, Inc., its General Partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Apollo Capital Management IV, Inc.

APOLLO ADVISORS IV, L.P.

By: Apollo Capital Management IV, Inc., its General Partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Apollo Capital Management IV, Inc.

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SCHEDULE A

Transactions in the Common Stock Within the Past 60 Days

Apollo Investment Fund IV, L.P.

Shares of Common Stock Purchased	Price Per Share ($)	Date of Purchase
47,365	$11.9375	3/30/01
9,473	$12.9375	4/2/01
336,292	$ 6.7130	4/4/01
554,170	$ 7.6506	4/5/01

Apollo Overseas Partners IV, L.P.

Shares of Common Stock Purchased	Price Per Share ($)	Date of Purchase
2,635	$11.9375	3/30/01
527	$12.9375	4/2/01
18,708	$ 6.7130	4/4/01
30,830	$ 7.6506	4/5/01

Apollo Advisors IV, L.P.

Shares of Common Stock Purchased	Price Per Share ($)	Date of Purchase
N/A	N/A	N/A

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End of Filing

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