Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name Sirius XM Radio Inc.		2 Issuer's employer identification number (EIN) 52-1700207
3 Name of contact for additional information Neil Leibowitz	4 Telephone No. of contact 202-380-1678	5 Email address of contact Neil.Leibowitz@siriusxm.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1500 Eckington Place, NE.		7 City, town, or post office, state, and Zip code of contact Washington, DC 20002
8 Date of action December 28, 2012	9 Classification and description Corporate Distribution	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
82967N108		SIRI	

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ The corporation declared a special dividend to stockholders of record at the close of business on December 18, 2012. The distribution was paid to stockholders on December 28, 2012.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ 48.457 percent of the distribution is a qualified dividend having no effect on stockholder basis. 51.543 percent of the distribution is a non-dividend distribution. The non-dividend distribution will affect stockholder basis.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The corporate distribution is treated as a taxable dividend up to the amount of the Company's current and accumulated Earnings & Profits. The Company has no accumulated Earnings & Profits. This distribution exceeds current Earnings & Profits. Therfore, the amount of the distribution in excess of current Earnings & Profits is first treated as a return of basis with any remainder treated as capital gains.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

The applicable Internal Revenue Code Sections are 301 and 316.

18 Can any resulting loss be recognized? ▶ **No.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **N/A**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Date ▶ 1-15-13

Print your name ▶ **Neil Leibowitz** Title ▶ **VP, Tax**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054