

SIRIUS XM RADIO INC.  
Form RW  
March 23, 2009

SIRIUS XM RADIO INC.  
1221 Avenue of the Americas  
New York, New York 10020

March 23, 2009

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporation Finance  
Mail Stop 20549  
100 F Street, N.E.  
Washington, D.C. 20549  
Attention: Robert Bartelmes  
John Harrington

**Re: Sirius XM Radio Inc. Registration Statement on Form S-3 (File No. 333-157890)**

Dear Messrs. Bartelmes and Harrington:

Reference is made to the Registration Statement on Form S-3 (File No. 333-157890) filed with the Securities and Exchange Commission by Sirius XM Radio Inc. (the Company ) on March 12, 2009 (the Registration Statement ). Pursuant to Rule 477 promulgated under the Securities Act of 1933, the Company hereby applies for the immediate withdrawal of the Registration Statement together with all exhibits thereto.

The Registration Statement was filed in connection with the Company's contractual obligations to maintain an effective resale registration statement for certain of its security holders upon the Company's loss of well-known seasoned issuer (as such term is defined in Rule 405 under the Securities Act of 1933) status. However, subsequent to the Company's filing of its annual report on Form 10-K for the fiscal year ended December 31, 2008, the Company is once again a well-known seasoned issuer and has elected to file an automatic shelf registration statement on Form S-3. The Company confirms that it has not sold any securities pursuant to the Registration Statement.

The Company requests that, in accordance with Rule 457(p) promulgated under the Securities Act, all fees paid to the Securities and Exchange Commission in connection with the filing of the Registration Statement be credited for future use.

If you have questions or require additional information, please do not hesitate to contact the Company's outside counsel, John C. Ericson, Esq. of Simpson Thacher & Bartlett LLP at (212) 455-2000.

Sincerely,

SIRIUS XM RADIO INC.

By: /s/ Patrick L. Donnelly  
Name: Patrick L. Donnelly  
Title: Executive Vice President, General  
Counsel and Secretary