

SIRIUS XM HOLDINGS INC.

Form S-4/A

November 30, 2018

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As filed with the Securities and Exchange Commission on November 30, 2018

Registration No. 333-228088

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**AMENDMENT NO. 1  
TO  
FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Sirius XM Holdings Inc.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>4832</b>	<b>38-3916511</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(Primary Standard Industrial Classification Code Number)</b>	<b>(I.R.S. Employer Identification No.)</b>

**1290 Avenue of the Americas, 11<sup>th</sup> Floor  
New York, New York 10104  
(212) 584-5100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Patrick L. Donnelly, Esq.**  
**Executive Vice President, General Counsel and Secretary**  
**Sirius XM Holdings Inc.**  
**1290 Avenue of the Americas, 11<sup>th</sup> Floor**  
**New York, New York 10104**  
**(212) 584-5100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

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**2100 Franklin Street**  
**Suite 700**  
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**(510) 451-4100**

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**Jennifer F. Fitchen**  
**Sidley Austin LLP**  
**1001 Page Mill Road, Building 1**  
**Palo Alto, California 94304**  
**(650) 565-7000**

***Approximate date of commencement of the proposed sale of the securities to the public:*** As soon as practicable after this Registration Statement becomes effective and upon completion of the applicable transactions described in the enclosed proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third-Party Tender Offer)

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration**

**statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**Information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.**

**Subject to completion, dated November 30, 2018**

**PROPOSED TRANSACTION YOUR VOTE IS VERY IMPORTANT**

Dear Stockholders of Pandora Media, Inc.:

You are cordially invited to attend a special meeting of the stockholders of Pandora Media, Inc., which we will hold on [ ], 2018 at [ ] a.m., local time, at [ ].

As previously announced, on September 23, 2018, Pandora Media, Inc. entered into an agreement and plan of merger and reorganization with Sirius XM Holdings Inc., pursuant to which Sirius XM will acquire Pandora and, at the closing of the acquisition, each holder of Pandora common stock will be entitled to receive 1.44 shares of Sirius XM common stock for each share of Pandora common stock issued and outstanding immediately prior to the closing. If the transaction is completed, Sirius XM will acquire all of the outstanding shares of Pandora common stock.

Pandora will be holding a special meeting of the Pandora stockholders for the purpose of voting on certain matters in connection with the transaction. No vote of Sirius XM stockholders is required in connection with the transaction, nor is any such vote being sought.

The market value of Sirius XM common stock being issued as merger consideration will depend on the market price of Sirius XM common stock on the closing date. Based on the closing price of Sirius XM common stock on September 21, 2018, the last trading day before the public announcement of the execution of the merger agreement, the value of the per share consideration payable to holders of Pandora common stock would be \$10.05. Based on the closing price of Sirius XM common stock on [ ], 2018, the last practicable date before the filing of the proxy statement/prospectus accompanying this notice, the value of the per share consideration payable to holders of Pandora common stock would be \$[ ].

The Pandora stockholders should obtain current market price quotations for shares of Pandora common stock and shares of Sirius XM common stock. Shares of Pandora common stock are listed on The New York Stock Exchange under the symbol **P** and shares of Sirius XM common stock are (and those shares to be issued as merger consideration will be) listed on the NASDAQ Global Select Market under the symbol **SIRI**. We expect that upon completion of the transactions contemplated by the merger agreement, former Pandora stockholders will own approximately [ ]% of the outstanding Sirius XM common stock (based on the number of shares of Pandora common stock outstanding as of the close of business on [ ], 2018, which is the record date for the Pandora special meeting, and the number of shares of Sirius XM common stock outstanding as of such date).

The Pandora board of directors has determined that the merger agreement and the transactions contemplated thereby are fair to, and in the best interests of, Pandora and its stockholders, has approved and declared advisable the merger agreement and the transactions contemplated thereby and recommends that the Pandora stockholders vote **FOR** the merger agreement proposal and **FOR** each of the other proposals described in the accompanying proxy

statement/prospectus.

**Your vote is important, regardless of the number of shares you own. Whether or not you plan to attend the Pandora special meeting, please vote as soon as possible to make sure that your shares are represented. Submitting a proxy now will not prevent you from being able to vote in person at the Pandora special meeting.**

The obligations of Pandora and Sirius XM to complete the merger are subject to the satisfaction or waiver of the conditions set forth in the merger agreement, a copy of which is included as part of the accompanying proxy statement/prospectus. The proxy statement/prospectus provides you with detailed information about the merger agreement and the proposed transactions. It also contains or references information about Pandora and Sirius XM and certain related matters. You are encouraged to read the proxy statement/prospectus carefully and in its entirety. **In particular, you should carefully read the section entitled Risk Factors beginning on page 19 of the proxy statement/prospectus for a discussion of risks you should consider in evaluating the proposed transactions and how they will affect you.** You can also obtain information about Pandora and Sirius XM from documents that have been filed with the Securities and Exchange Commission that are incorporated in this proxy statement/prospectus by reference.

Thank you for your cooperation and we look forward to the successful completion of the transactions.

Very truly yours,	Very truly yours,
James E. Meyer	Roger Lynch
<i>Chief Executive Officer</i>	<i>Chief Executive Officer</i>
Sirius XM Holdings Inc.	Pandora Media, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the transactions, the adoption of the merger agreement, the issuance of the shares of Sirius XM common stock in connection with the transactions described in the accompanying proxy statement/prospectus or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The accompanying proxy statement/prospectus is dated [ ], 2018 and is first being mailed to the Pandora stockholders of record on or about [ ], 2018.

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**Pandora Media, Inc.  
2100 Franklin Street, Suite 700  
Oakland, California 94612  
(510) 451-4100**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting of stockholders of Pandora Media, Inc., a Delaware corporation ( Pandora ), will be held on [ ], 2018, at [ ] a.m., local time, at [ ], for the following purposes:

1. to consider and vote on a proposal to adopt the agreement and plan of merger and reorganization, dated as of September 23, 2018 (as such agreement may be amended from time to time), by and among Pandora, Sirius XM Holdings Inc., a Delaware corporation ( Sirius XM ), White Oaks Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Sirius XM ( Merger Sub ), Sirius XM Radio Inc., a Delaware corporation and wholly-owned subsidiary of Sirius XM ( Sirius XM Radio ), Billboard Holding Company, Inc., a Delaware corporation and wholly-owned subsidiary of Pandora ( New Holding Company ), and Billboard Acquisition Sub, Inc., a Delaware corporation and wholly-owned subsidiary of New Holding Company ( Holdco Merger Sub ), pursuant to which the following transactions, each of which will occur on the closing date:
    - the merger of Holdco Merger Sub with and into Pandora, whereupon the separate existence of Holdco Merger Sub will cease and Pandora will continue as the surviving corporation and a wholly owned subsidiary of New Holding Company, and, as a result thereof, (i) each share of Pandora common stock will be converted into one share of New Holding Company common stock and (ii) each share of Pandora s series A convertible preferred stock will be converted into one share of New Holding company preferred stock, having the same terms and conditions as immediately prior to the effective time of such merger;
    - the conversion of Pandora into a limited liability company formed under the Delaware Limited Liability Company Act by filing with the Secretary of State of the State of Delaware a certificate of conversion;
    - the merger of Merger Sub with and into New Holding Company, whereupon the separate existence of Merger Sub will cease and New Holding Company will continue as the surviving corporation and a wholly owned subsidiary of Sirius XM, and, as a result thereof, (i) each share of New Holding Company common stock will be converted into the right to receive 1.44 shares of Sirius XM common stock and (ii) each share of New Holding Company preferred stock will remain issued and outstanding and unaffected by such merger; and
    - the merger of New Holding Company with and into Sirius XM Radio, whereupon the separate existence of New Holding Company will cease, Sirius XM Radio will continue as the surviving corporation and Pandora will become a wholly-owned subsidiary of Sirius XM Radio, and, as a result thereof, (i) each share of Sirius XM Radio will remain issued and outstanding and unaffected by such merger and (ii) each share of capital stock of New Holding Company (including the shares of New Holding Company preferred stock) will be cancelled for no consideration.
  2. to consider and vote on a proposal to approve, on a non-binding advisory basis, certain compensation that may be paid or become payable to Pandora s named executive officers that is based on or otherwise relates to the transactions contemplated by the merger agreement; and
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3. to consider and vote on a proposal to adjourn or postpone the Pandora special meeting, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Pandora special meeting to approve the merger agreement proposal.

The Pandora board of directors has set [ ], 2018 as the record date for the Pandora special meeting. Only the holders of record of Pandora common stock and Pandora's series A convertible preferred stock at the close of business on the record date will be entitled to notice of and to vote at the Pandora special meeting and any adjournments or postponements thereof.

**Your vote is very important.** The proposal to adopt the merger agreement and approve the transactions contemplated thereby must be approved by Pandora stockholders in order for the transactions to be completed. The failure to vote on this proposal will have the same effect as a vote **AGAINST** the transactions.

After reading the accompanying proxy statement/prospectus, please make sure to vote your shares by proxy promptly by completing, signing and dating the accompanying proxy card and returning it in the enclosed prepaid envelope or by voting by proxy by telephone or through the Internet by following the instructions on the accompanying proxy card. If you hold shares through an account with a bank, broker or other nominee, please follow the instructions you receive from it to vote your shares.

If you have any questions or need assistance with voting, please contact our proxy solicitor, Innisfree M&A Incorporated, by calling toll-free at (888) 750-5834 or (212) 750-5833 (collect).

BY ORDER OF THE BOARD OF  
DIRECTORS OF PANDORA MEDIA, INC.

Steve Bené  
*General Counsel and Corporate Secretary*

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information from other documents that Pandora and Sirius XM have filed with the Securities and Exchange Commission, which we refer to as the SEC. For a more detailed description of the information and documents incorporated by reference into this proxy statement/prospectus and how you may obtain it, please see "Where You Can Find More Information" beginning on page [ ]. This information is available for you to review without charge at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549 and through the SEC's website at [www.sec.gov](http://www.sec.gov). You can obtain copies of this proxy statement/prospectus and any of the documents incorporated by reference in this proxy statement/prospectus or other information about Pandora or Sirius XM, without charge, upon written or oral request to Pandora's proxy solicitor or the applicable company's principal executive office, which are as follows:

**Pandora Media, Inc.**

2100 Franklin Street, Suite 700  
Oakland, California 94612  
Attn.: Investor Relations  
(510) 451-4100

**Sirius XM Holdings Inc.**

1290 Avenue of the Americas, 11<sup>th</sup> Floor  
New York, New York 10104  
Attn.: Investor Relations  
(212) 584-5100

**If you would like to request any documents, please do so by [ ], 2018 in order to receive them before the Pandora special meeting.**

Investors may also consult the Pandora Investor Relations website at [investor.pandora.com](http://investor.pandora.com) or the Sirius XM website at [www.siriusxm.com](http://www.siriusxm.com) for more information concerning the transactions described in this proxy statement/prospectus or to obtain any of the documents filed with or furnished to the SEC by Pandora or Sirius XM, free of charge. Information included on these websites is not incorporated by reference into this proxy statement/prospectus.

The proxy statement/prospectus provides a detailed description of the merger agreement and the transactions contemplated thereby. We urge you to read the proxy statement/prospectus, including any documents incorporated by reference into the accompanying proxy statement/prospectus, and its annexes carefully and in their entirety.

If you have any questions concerning the transactions contemplated by the merger agreement, the other matters to be considered at the Pandora special meeting or the accompanying proxy statement/prospectus or need assistance voting your shares of Pandora common stock, please contact Pandora's proxy solicitor, Innisfree M&A Incorporated, by telephone at (888) 750-5834 (toll-free) or (212) 750-5833 (collect).

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**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by Sirius XM, constitutes a prospectus of Sirius XM under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of Sirius XM's common stock, par value \$0.001 per share, to be issued to the stockholders of Pandora in connection with the acquisition of Pandora by Sirius XM. This document also constitutes a proxy statement of Pandora under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as Exchange Act. It also constitutes a notice of meeting with respect to a special meeting of the Pandora stockholders, at which they will be asked to vote upon a proposal to adopt the merger agreement and certain other proposals.

You should rely only on the information contained or incorporated by reference into this proxy statement/prospectus in connection with any vote, the giving or withholding of any proxy or any investment decision in connection with the transactions contemplated by the merger agreement. Neither Pandora nor Sirius XM has authorized anyone to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated [ ], 2018. You should not assume that the information contained in, or incorporated by reference into, this proxy statement/prospectus is accurate as of any date other than such date, unless otherwise specifically provided herein, and you should not assume that the information incorporated by reference herein is accurate as of any date other than the date of the incorporated document.

**This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement/prospectus regarding Sirius XM has been provided by Sirius XM, and information contained in this proxy statement/prospectus regarding Pandora has been provided by Pandora.**

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**QUESTIONS AND ANSWERS ABOUT THE PANDORA SPECIAL MEETING**

*The following questions and answers briefly address some commonly asked questions about the Pandora special meeting. They may not include all the information that is important to the Pandora stockholders. We urge Pandora stockholders to read carefully this entire proxy statement/prospectus, including the annexes and the other documents referred to herein.*

**Q: Why am I receiving these materials?**

**A:** On September 23, 2018, Pandora Media, Inc., which we refer to as Pandora, agreed to be acquired by Sirius XM Holdings Inc., which we refer to as Sirius XM, and we refer to such transactions, collectively, as the acquisition or transactions, pursuant to an agreement and plan of merger and reorganization, which we refer to, as amended from time to time, as the merger agreement, by and among Pandora, Sirius XM, White Oaks Acquisition Corp., a wholly-owned subsidiary of Sirius XM which we refer to as Merger Sub, Sirius XM Radio Inc., a wholly-owned subsidiary of Sirius XM which we refer to as Sirius XM Radio, Billboard Holding Company, Inc., a wholly-owned subsidiary of Pandora which we refer to as New Holding Company and Billboard Acquisition Sub, Inc., a wholly-owned subsidiary of New Holding Company which we refer to as Holdco Merger Sub. The acquisition cannot be completed unless the Pandora stockholders adopt the merger agreement and, accordingly, Pandora is holding a special meeting, which we refer to as the Pandora special meeting, of its stockholders to vote on such proposal.

Information about such proposal, the Pandora special meeting and the other business to be considered by the Pandora stockholders at the Pandora special meeting is contained in this proxy statement/prospectus.

We are delivering this document to you as both a proxy statement of Pandora and a prospectus of Sirius XM. It is a proxy statement because the Pandora board of directors is soliciting proxies from its stockholders. It is a prospectus because holders of shares of Pandora common stock, par value \$0.0001 per share, which we refer to as Pandora common stock, will receive in exchange for such shares, at the closing of the transactions, which we refer to as the closing, shares of Sirius XM common stock, par value \$0.001 per share, which we refer to as Sirius XM common stock.

**Q: What will Pandora stockholders receive in the transactions?**

**A:** Each share of Pandora common stock issued and outstanding immediately prior to the closing of the acquisition will, after initially being converted into a share of New Holding Company common stock (as defined below) in the holding company merger (as defined below), entitle the holder thereof to receive 1.44 shares of Sirius XM common stock, which we refer to as the exchange ratio and such shares issued as the merger consideration, as a result of the merger (as defined below). The exchange ratio is fixed and will not be adjusted to reflect changes in the stock price of Pandora common stock or Sirius XM common stock prior to the closing.

Sirius XM will not issue any fractional shares of Sirius XM common stock in connection with the transactions and each holder of shares of Pandora common stock who would otherwise have been entitled to receive a fraction of a share of Sirius XM common stock will receive an amount of cash, without interest, in lieu of such fraction of a share, as described in this proxy statement/prospectus.

Upon completion of the transactions, the former Pandora stockholders will own approximately [ ]% of the outstanding Sirius XM common stock (based on the number of shares of Pandora common stock outstanding as of the record date for the Pandora special meeting and the number of shares of Sirius XM common stock outstanding as of such date). Sirius XM stockholders will continue to own their existing shares, which will not be affected by the transactions.

Each share of Pandora's Series A Convertible Preferred Stock, par value \$0.0001 per share, which we refer to as the Pandora preferred stock, will be cancelled for no consideration. Sirius XM Radio is the sole holder of such preferred stock.



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### **Q: When and where will the Pandora special meeting be held?**

**A:** The Pandora special meeting will be held on [ ], 2018 at [ ] a.m., local time, at [ ].

### **Q: Who is entitled to vote at the Pandora special meeting and how many votes do I have?**

**A:** The Pandora board of directors has fixed [ ], 2018 as the record date for the Pandora special meeting, which we refer to as the record date.

All holders of record of shares of Pandora common stock and Pandora preferred stock as of the close of business on the record date are entitled to receive notice of, and to vote at, the Pandora special meeting.

Each holder of record of shares of Pandora common stock is entitled to one vote for each share of Pandora common stock owned as of the close of business on the record date. As of the close of business on the record date, there were [ ] shares of Pandora common stock issued and outstanding.

The Pandora preferred stock is entitled to vote on an as-converted basis. As of the record date, there were 480,000 shares of Pandora preferred stock issued and outstanding, all of which were owned by Sirius XM Radio, and which are, in the aggregate, entitled to [ ] votes (which number is equal to the number of shares of Pandora common stock into which the shares of Pandora preferred stock could be converted on the record date and constitutes approximately [ ]% of the voting power of Pandora stockholders). Sirius XM has agreed to vote all of the shares of Pandora preferred stock beneficially owned by it in favor of the merger agreement proposal (as defined below).

### **Q: What am I being asked to vote on?**

**A:** At the Pandora special meeting, the Pandora stockholders are being asked to consider and vote upon:

a proposal to adopt the merger agreement, which we refer to as the merger agreement proposal;

a proposal to approve, on a non-binding advisory basis, certain compensation that may be paid or become payable to Pandora's named executive officers that is based on or otherwise relates to the transactions, which we refer to as the advisory compensation proposal; and

a proposal to adjourn or postpone the Pandora special meeting, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Pandora special meeting to approve the merger agreement proposal, which we refer to as the adjournment proposal.

The merger agreement proposal must be approved in order for the transactions to be completed. The approval of the advisory compensation proposal and the adjournment proposal are not conditions to completion of the transactions.

### **Q: What vote is required to approve each proposal?**

**A:** *The merger agreement proposal:* Approval of the merger agreement proposal requires the affirmative vote of the holders of a majority of the combined voting power of the outstanding shares of Pandora common stock and Pandora preferred stock entitled to vote thereon, voting together as a single class.

*The advisory compensation proposal:* Assuming a quorum is present, approval of the advisory compensation proposal requires the affirmative vote of the holders of a majority of the shares of Pandora common stock and Pandora preferred stock present in person or represented by proxy at the Pandora special meeting and entitled to vote thereon.

*The adjournment proposal:* Assuming a quorum is present, approval of the adjournment proposal requires the affirmative vote of the holders of a majority of the shares of Pandora common stock and Pandora preferred stock present in person or represented by proxy at the Pandora special meeting and entitled to vote thereon. If a quorum is not present, the adjournment proposal may still be approved by the affirmative vote of the holders of a majority in voting power of the

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shares of Pandora common stock and Pandora preferred stock held by the Pandora stockholders present in person or represented by proxy at the Pandora special meeting.

**Q: What constitutes a quorum?**

**A:** The holders of a majority of the combined voting power of the outstanding shares of Pandora common stock and Pandora preferred stock entitled to vote at the Pandora special meeting, present in person or represented by proxy, shall constitute a quorum for purposes of the matters to be voted on at the Pandora special meeting. If you hold shares of Pandora common stock in your own name and submit a proxy but fail to provide voting instructions or abstain on any of the proposals listed on the proxy card, your shares will be counted for purposes of determining whether a quorum is present at the Pandora special meeting. If your shares of Pandora common stock are held in street name by your broker, bank or other nominee and you do not tell the nominee how to vote your shares, these shares will not be counted for purposes of determining whether a quorum is present for the transaction of business at the Pandora special meeting.

**Q: How does the Pandora board of directors recommend that I vote?**

**A:** The Pandora board of directors recommends that you vote **FOR** the merger agreement proposal, **FOR** the advisory compensation proposal and **FOR** the adjournment proposal.

**Q: If my shares are held in street name by a bank, broker or other nominee, will my bank, broker or nominee vote my shares for me?**

**A:** Your bank, broker or other nominee does not have authority to vote on the proposals described in this proxy statement/prospectus. Your bank, broker or other nominee will vote your shares held by it in street name with respect to these matters **ONLY** if you provide instructions to it on how to vote. You should follow the directions your bank, broker or other nominee provides.

**Q: How do I vote?**

**A:** If you are a stockholder of record, you may submit a proxy to vote before the Pandora special meeting in one of the following ways:

use the toll-free number shown on your proxy card;  
visit the website shown on your proxy card to vote via the Internet; or  
complete, sign, date and return the enclosed proxy card.

You may also cast your vote in person at the Pandora special meeting.

If you hold your shares in street name through a bank, broker or other nominee, your bank, broker or other nominee will separately send you a voting instruction card describing the procedure for voting your shares of Pandora common stock.

**Q: Can I change my vote after I have returned a proxy or voting instruction card or voted via the Internet or by telephone?**

**A:** Yes. If you are a stockholder of record of Pandora common stock, whether you vote by mail, via the Internet or by telephone, you can change or revoke your proxy before it is voted at the Pandora special meeting by:  
submitting a new proxy card bearing a later date, which new proxy card must be received prior to your shares of Pandora common stock being voted at the Pandora special meeting;  
submitting new voting instructions via the Internet or by telephone at any time before 11:59 p.m., Eastern Time, on the day before the Pandora special meeting;  
delivering a written notice of your revocation, which can be delivered to the Pandora corporate secretary at Pandora Media, Inc., Attention: Corporate Secretary, 2100 Franklin Street, Suite 700, Oakland, California 94612 and it must be received before your shares of Pandora common stock are voted at the Pandora special meeting; or

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voting in person at the Pandora special meeting. Please note that your attendance at the Pandora special meeting will not alone serve to revoke your proxy.

If you hold your shares in street name through a bank, broker or other nominee, you must follow the instructions of your bank, broker or other nominee to revoke or change your voting instructions.

### **Q: How will my shares of Pandora common stock be voted if I return a blank proxy?**

**A:** If you complete, sign, date and return your proxy card and do not indicate how you want your shares of Pandora common stock to be voted, then your shares of Pandora common stock will be voted **FOR** the merger agreement proposal, **FOR** the advisory compensation proposal and **FOR** the adjournment proposal, if necessary or appropriate to solicit additional proxies in favor of the approval of the merger agreement.

### **Q: What should I do if I receive more than one set of voting materials?**

**A:** You may receive more than one set of voting materials relating to the Pandora special meeting if you hold shares of Pandora stock in street name and also directly in your name as a stockholder of record or otherwise or if you hold shares of Pandora common stock in more than one brokerage account. If you do receive more than one set of voting materials, you should follow the appropriate procedures in each set of voting materials and each set should be voted and/or returned separately in order to ensure that you vote all of your shares.

### **Q: What happens if I sell my shares of Pandora common stock before the Pandora special meeting?**

**A:** The record date is earlier than the date of the Pandora special meeting and the date that the transactions are expected to be completed.

If you sell or otherwise transfer your shares of Pandora common stock after the record date but before the Pandora special meeting, you will, unless special arrangements are made, retain your right to vote at the Pandora special meeting but will have transferred the right to receive Sirius XM common stock as merger consideration to the person to whom you transferred your shares of Pandora common stock. In order to receive the merger consideration, you must hold your shares of Pandora common stock through the closing of the transactions.

### **Q: Are Pandora stockholders entitled to appraisal rights in connection with the transactions?**

**A:** No. Pandora stockholders are not entitled to appraisal rights in connection with the transactions. For more information regarding appraisal rights, see Appraisal Rights beginning on page [ ].

### **Q: What are the material U.S. federal income tax consequences of the transactions to U.S. Pandora stockholders?**

**A:** Sirius XM and Pandora intend for each of the holding company merger and the conversion, taken together, and the merger and the Sirius XM Radio merger, taken together, to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, which we refer to as the Code, for U.S. federal income tax purposes. If the transactions so qualify, then a U.S. holder of Pandora common stock generally will not recognize any gain or loss as a result of the transactions (other than gain or loss with respect to cash received in lieu of a fractional share). However, if either Pandora or Sirius XM are unable to receive an opinion of counsel to that effect, the parties have agreed to restructure the transactions so that the transactions will be treated as a taxable stock sale. Additionally, the parties will revise and recirculate this proxy statement/prospectus and the Pandora board of directors will resolicit approval of the Pandora stockholders in favor of the restructured transaction.

The tax consequences of the transactions to Pandora stockholders may depend on such stockholder's particular facts and circumstances. Each Pandora stockholder should read the discussion under The Transactions Material U.S. Federal Income Tax Consequences beginning on page [ ] and should consult its own tax advisor for a full understanding of the tax consequences of the transactions to such stockholder.

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**Q: When do you expect the transactions to be completed?**

**A:** Sirius XM and Pandora currently expect to complete the transactions during the first quarter of 2019. However, the completion of the transactions is subject to various conditions, including applicable antitrust approval and approval of the Pandora stockholders, and it is possible that factors outside of the control of Sirius XM and Pandora could result in the transactions being completed at a later time, or not at all.

For more information, see *The Merger Agreement Conditions to Completion of the Transactions* beginning on page [ ].

**Q: What do I need to do now?**

**A:** Carefully read and consider the information contained in and incorporated by reference into this proxy statement/prospectus, including its annexes, and return your completed, signed and dated proxy card(s) by mail in the enclosed postage-paid envelope or submit your voting instructions by telephone or via the Internet as soon as possible so that your shares of Pandora common stock will be voted in accordance with your instructions.

**You should not send in your Pandora stock certificates at this time.** After the transactions are completed, if you hold certificates representing shares of Pandora common stock immediately prior to the closing of the transactions, you will receive separate written instructions for surrendering your stock certificates in exchange for the merger consideration. In the meantime, you should retain your stock certificates.

**Q: Where can I find more information about the companies?**

**A:** You can find more information about Pandora and Sirius XM from the various sources described under *Where You Can Find More Information* beginning on page [ ].

**Q: Whom should I contact if I have any questions about the proxy materials or voting?**

**A:** Pandora stockholders who have questions about the transactions or the matters to be voted on at the Pandora special meeting, or who desire additional copies of this proxy statement/prospectus should contact:

Innisfree M&A Incorporated  
501 Madison Avenue, 20<sup>th</sup> Floor  
New York, NY 10022  
Pandora stockholders may call toll-free:  
(888) 750-5384  
Banks and Brokers may call collect:  
(212) 750-5833