

XM SATELLITE RADIO HOLDINGS INC

Form 425

October 23, 2007

Filed by Sirius Satellite Radio Inc.
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Securities Act of 1933 and deemed filed
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Subject Company: XM Satellite Radio Holdings Inc.
Commission File No.: 0-27441

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the business combination transaction involving Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc., including potential synergies and cost savings and the timing thereof, future financial and operating results, the combined company's plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as anticipate, believe, plan, estimate, expect, intend, should, may, or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of SIRIUS and XM's management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond the control of SIRIUS and XM. Actual results may differ materially from the results anticipated in these forward-looking statements.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statement: general business and economic conditions; the performance of financial markets and interest rates; the ability to obtain governmental approvals of the transaction on a timely basis; the failure of SIRIUS and XM stockholders to approve the transaction; the failure to realize synergies and cost-savings from the transaction or delay in realization thereof; the businesses of SIRIUS and XM may not be combined successfully, or such combination may take longer, be more difficult, time-consuming or costly to accomplish than expected; and operating costs and business disruption following the merger, including adverse effects on employee retention and on our business relationships with third parties, including manufacturers of radios, retailers, automakers and programming providers. Additional factors that could cause SIRIUS and XM's results to differ materially from those described in the forward-looking statements can be found in SIRIUS and XM's Annual Reports on Form 10-K for the year ended December 31, 2006, and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2007 and June 30, 2007, which are filed with the Securities and Exchange Commission (the SEC) and available at the SEC's Internet site (<http://www.sec.gov>). The information set forth herein speaks only as of the date hereof, and SIRIUS and XM disclaim any intention or obligation to update any forward looking statements as a result of developments occurring after the date of this communication.

Important Additional Information and Where to Find It

This communication is being made in respect of the proposed business combination involving SIRIUS and XM. In connection with the proposed transaction, SIRIUS has filed with the SEC a Registration Statement on Form S-4 containing a definitive Joint Proxy Statement/Prospectus and each of SIRIUS and XM may file with the SEC other documents regarding the proposed transaction. The Joint Proxy Statement/Prospectus was first mailed to stockholders of SIRIUS and XM on or about October 9, 2007. **INVESTORS AND SECURITY HOLDERS OF SIRIUS AND XM ARE URGED TO READ THE JOINT PROXY**

STATEMENT/PROSPECTUS, AS WELL AS OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders can obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus and other documents filed with the SEC by SIRIUS and XM through the web site maintained by the SEC at www.sec.gov. Free copies of the Registration Statement and the Joint Proxy Statement/Prospectus and other documents filed with the SEC can also be obtained by directing a request to Sirius Satellite Radio Inc., 1221 Avenue of the Americas, 36th Floor, New York, NY 10020, Attention: Investor Relations or by directing a request to XM Satellite Radio Holdings Inc., 1500 Eckington Place, N.E. Washington, DC 20002, Attention: Investor Relations.

SIRIUS, XM and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding SIRIUS directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007, and its proxy statement for its 2007 annual meeting of stockholders, which was filed with the SEC on April 23, 2007, and information regarding XM's directors and executive officers is available in XM's Annual Report on Form 10-K, for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007 and its proxy statement for its 2007 annual meeting of stockholders, which was filed with the SEC on April 17, 2007. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the Joint Proxy Statement/Prospectus filed with the SEC.

The following is an email sent on October 23, 2007 to participants in the Sirius Satellite Radio Inc. 401(k) Savings Plan.

October 23, 2007

To Participants in the Sirius Satellite Radio Inc. 401(k) Savings Plan (the Plan):

You have received this e-mail because you participate in the Plan and have voting rights as of October 2, 2007 with respect to your account balance in the Plan.

Sirius Satellite Radio Inc. will hold a Special Meeting of Stockholders on November 13, 2007 at 9:00 a.m., Eastern time, at The Equitable Center, 787 Seventh Avenue, New York, New York. As a participant in the Plan, you have the right to direct Prudential Financial, Inc. (Prudential), the Plan trustee, to vote the Sirius Common Stock attributable to your account.

IT IS VERY IMPORTANT THAT YOU VOTE YOUR SHARES

Voting Instructions

You have two options for providing voting instructions to Prudential:

via the Internet by clicking on the link below and submitting your instructions electronically, or

by telephone by calling 1-866-785-4033 and referencing control number _____.

Your voting instructions for these shares must be received by 11:59 p.m. on November 12, 2007. If they are not received on time, Prudential will vote the Sirius Common Stock associated with your account in the same proportion as voting instructions received from other participants in the Plan.

Link to Special Meeting Materials

We are making the Special Meeting materials available to Plan participants electronically. This e-mail provides links to view the proxy materials and online voting instructions via secure Internet access. You will be required to enter the last four digits of your Social Security number.

To access these materials and/or provide voting instructions, click here:

<https://www.proxypush.com/siri>

The proxy materials are also available for download from Sirius Web site, www.sirius.com in the Investors Relations section.

Registered or Street Shares

If you hold Sirius Common Stock outside of the Plan, you will receive separate proxies for other accounts in which you hold shares. **Please be sure to vote all the proxies you receive.**

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