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SIRIUS SATELLITE RADIO INC

Form 424B3

June 13, 2003

Filed Pursuant to Rule 424(b) (3)
Registration File No. 333-104406

Prospectus Supplement dated June 13, 2003
(To Prospectus dated May 20, 2003)

Sirius Satellite Radio Inc.

57,314,176 Shares of Common Stock

This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this Prospectus Supplement. The "Selling Securityholders" section of the Prospectus is hereby supplemented to reflect the distribution on June 12, 2003 of 57,314,176 shares of common stock by Blackstone to its partners (the "Additional Selling Stockholders"). Some of these Additional Selling Stockholders may subsequently make further distributions to their respective partners or members, in which event additional prospective supplements will be filed naming such additional distributees. The following table sets forth the maximum number of shares of common stock beneficially owned by each of the Additional Selling Stockholders as of the date of this Prospectus Supplement and after giving effect to such distribution. Each Additional Selling Stockholder may offer all of these shares of common stock pursuant to the Prospectus and this Prospectus Supplement and any distribution may occur pursuant to the terms described in the "Plan of Distribution" contained in the Prospectus.

The shares of common stock reflected on the table below held by Blackstone and the Additional Selling Stockholders and the shares of common stock issuable upon the exercise of the warrants held by Blackstone are entitled to the benefits of a registration rights agreement, dated as of June 12, 2003, with us. The registration rights agreement sets forth certain procedural requirements of the company with respect to these shares of common stock. The agreement also provides for certain board observer rights for a Blackstone entity and our indemnification of certain liabilities under the securities laws. Blackstone and the Additional Selling Stockholders have agreed to indemnify us for certain liabilities under the securities laws with respect to information concerning them. We expect to enter into similar registration rights agreements with LJH Partners, L.P., Robert C. Fanch Revocable Trust and BCI Investments L.L.C. The registration rights agreement will be incorporated by reference in the registration statement of which the Prospectus is a part and may be read for a full description of its terms.

In connection with the registration rights agreement, Blackstone has agreed not to exercise its warrants after September 7, 2004.

Capitalized terms used in this Prospectus Supplement and not otherwise defined have the meaning given to them in the Prospectus.

Name of Additional Selling Stockholder

Number of Shares of Common Stock
of the Date Hereof and Maximum
Common Stock to be Offered

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| | |
|-------------------------------------|---------|
| Bank of America Capital Corporation | 762,085 |
| Bedrock Capital Partners | 533,459 |

| Name of Additional Selling Stockholder ----- | Number of Shares of Common Stock of the Date Hereof and Maximum Common Stock to be Offered ----- |
|--|---|
| Bell Atlantic Master Trust | 1,524,170 |
| BLACAP Partners | 502,975 |
| Blacksand Investment Pte Ltd. | 1,509,472 |
| Blackstone(1) | 2,287,834 |
| California Public Employees' Retirement System | 3,048,340 |
| California State Teachers' Retirement System | 4,572,511 |
| Capital d'Amerique CDPQ Inc. | 801,833 |
| Capital International CDPQ Inc. | 801,833 |
| Chancellor LGT Offshore Partnership Fund, L.P. | 381,044 |
| Public Employees' Retirement Association of Colorado | 4,572,511 |
| The Trustees of the Columbia University In the City of New York | 381,043 |
| State Retirement Plans of Connecticut | 457,251 |
| Credit Suisse First Boston Investments Fund 1997, L.P. | 457,252 |
| Dover Street IV L.P. | 396,122 |
| Finlayson Fund Investment Pte Ltd. | 914,504 |
| First Plaza Group Trust | 1,665,181 |
| General Electric Capital Corporation | 762,085 |
| General Reinsurance Corp. | 381,043 |
| Global Equities Limited | 376,888 |
| GS Private Equity Partners, L.P. | 481,187 |
| HarbourVest Partners V - Partnership Fund L.P. | 339,532 |
| Houston Firefighters' Relief & Retirement Fund | 381,043 |
| IBM Personal Pension Plan Trust | 3,018,936 |
| Lexington Partners - Hamilton Lane 2000 LLC | 506,786 |
| Los Angeles County Employees Retirement Association | 762,085 |
| Masco Capital Corporation | 609,668 |
| Metropolitan Life Insurance Company | 381,043 |
| State Retirement Fund of Michigan | 2,857,818 |
| Morley Investments Limited | 396,122 |
| National Union Fire Insurance Company of Pittsburgh, PA | 391,741 |
| Fonds de Prevoyance Nestle | 381,044 |
| New York Life Insurance Company | 304,834 |
| New York State Common Retirement Fund | 3,048,339 |
| The State Teachers Retirement System of Ohio | 762,085 |
| Paul Capital Ellis Holdings, LLC | 522,028 |
| Commonwealth of Pennsylvania State Employees' Retirement System | 1,143,127 |
| Pension Reserves Investment Trust Fund | 762,085 |
| Pine Street I Holdings LLC | 751,386 |

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| Name of Additional Selling Stockholder ----- | Number of Shares of Common Stock of the Date Hereof and Maximum Common Stock to be Offered ----- |
|---|---|
| Rhode Island Employees' Retirement System | 304,834 |
| The Robert Wood Johnson Foundation | 609,668 |
| The Rockefeller University | 381,043 |
| San Francisco City and County Employees' Retirement System | 457,251 |
| South Ferry # 2, L.P. | 304,834 |
| Utah Retirement Systems | 609,666 |
| Other Additional Selling Stockholders (2) | 9,756,555 |

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- (1) The shares of common stock are held collectively by Blackstone Capital Commitment Partners III L.P., Blackstone Management Associates III L.L.C. and Blackstone Services (Cayman) III LDC. Each of these entities is an affiliate of each other and of Blackstone. See the Prospectus for additional information regarding Blackstone.
- (2) Consists of Additional Selling Stockholders that hold, in the aggregate, less than 1% of our aggregate outstanding common stock.