

XM SATELLITE RADIO HOLDINGS INC

Form 425

February 21, 2007

Filed by Sirius Satellite Radio Inc.  
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Securities Act of 1933 and deemed filed  
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Securities Exchange Act of 1934

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, will, show, 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, 2005, and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2006, June 30, 2006 and September 30, 2006 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 Will be Filed with the SEC

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

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**STATEMENT/PROSPECTUS AND 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 will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by SIRIUS and XM through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) 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, New York, NY 10020, Attention: Investor Relations or by directing a request to XM Satellite Radio Holdings Inc., 1500 Eckington Place, NE 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, 2005, which was filed with the SEC on March 13, 2006, and its proxy statement for its 2006 annual meeting of stockholders, which was filed with the SEC on April 21, 2006, 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, 2005, which was filed with the SEC on March 3, 2006 and its proxy statement for its 2006 annual meeting of stockholders, which was filed with the SEC on April 25, 2006. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Joint Proxy Statement/Prospectus and other relevant materials to be filed with the SEC when they become available.

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The following FAQ was posted to the SIRIUS website on February 21, 2007.

**SIRIUS and XM Announce Merger: Customer FAQs**

SIRIUS Satellite Radio and XM Satellite Radio announced recently a merger of equals. The combined company will be the premier audio entertainment provider with a stronger platform for future innovation.

The merger is the next stage in the evolution of audio entertainment. Not only will combining our services allow satellite radio to be more responsive in the rapidly evolving world of audio entertainment, but it will also provide our customers with enhanced programming and technology.

**How will this merger benefit me as a customer?**

The combined company expects to provide the best audio content available. Currently XM and SIRIUS broadcast a wide range of commercial-free music, exclusive and non-exclusive sports coverage, news, talk, and entertainment programming.

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The combined entity expects to offer the best content from each company. In addition, we will be able to offer a wider range of programs to reflect the diversity and demands of our rapidly growing listener base.

**Will there be any immediate changes to my subscription fee?**

No, this announcement will not impact current subscription pricing.

**Will my lifetime subscription with SIRIUS be honored by the combined company?**

Yes, your lifetime subscription will be honored.

**What changes should I expect in programming in the next few months at SIRIUS?**

We'll continue to innovate as we have always done to deliver the *Very Best Radio* on Radio to you.

Sirius.com is your source for our latest **new** and **exclusive** programming. The **music** you want. The **news** and **talk** you can relate to. And your favorite **sports** action.

**Do I have to buy a new radio?**

No, there is no need to buy a new radio. You will continue to enjoy all SIRIUS programming on your current radio. Plus in the future you will be able to receive enhanced programming.

**Will the radio I have now be compatible with new services?**

Your current radio will allow you to enjoy all SIRIUS programming. And in the future you will be able to receive enhanced programming.

**I want a second radio for my car or home. Should I wait for a new model that will be compatible with the merged programming?**

Don't wait. Act now. It's never been a better time to be a SIRIUS subscriber. In fact, it is a great time to get another radio for your home or car and be able to listen to SIRIUS programming:

Save 50% or more on our most popular radios with our special subscriber only offers. Plus save on additional subscriptions. **Click here for details.**

You can even listen to SIRIUS without a radio on SIRIUS INTERNET RADIO. **Click here for details.**

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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, will, should, may, or words of similar meaning. Such forward-looking statements are based upon 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.

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