

7. Sole Voting Power
2,586,976,761*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Pow ~

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SECURITY INFORMATION
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- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) A class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated in items (a)-(i) above.

In addition, the matters set forth in Item 6 are incorporated into this Item 4 by reference as if fully set forth herein.

(a) The Reporting Person beneficially o/ h t



Designations and the Certificate of Designations for the B-2 Preferred Stock (the "B-2 Certificate of Designations") with the Secretary of State of the State of Delaware. The B-1 Certificate of Designations and the B-2 Certificate of Designations became effective upon filing on March 5, 2009. On March 6, 2009, Liberty entered into the XM Credit Agreement with XM Radio and, all conditions to Purchaser's right to receive the Shares under the Investment Agreement were satisfied, and the closing of the transactions contemplated by the Investment Agreement occurred.

Pursuant to the B-2 Certificate of Designations, shares of B-2 Preferred Stock are non-voting and are convertible into shares of B-1 Preferred Stock (on a one-to-one basis) or into shares of Common Stock at the same conversion rate as the shares of B-1 Preferred Stock, subject in either case to the prior expiration or early termination of the waiting period under the HSRA until the expiration of the waiting period under the HSRA on or before March 30, 2009. On April 21, 2009, shares of B-2 Preferred Stock were converted into shares of B-1 Preferred Stock.



make a public request to amend or waive any provisions described under “Standstill Restrictions.”

Anti-takeover Protections

In connection with the

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: April 30, 2009

LIBERTY MEDIA CORPORATION

By: /s/ Craig Troyer
Name: Craig Troyer
Title: Vice President

