

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

XM SATELLITE RADIO HOLDINGS INC

CIK: **1091530** | IRS No.: **541878819** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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Mailing Address
1500 ECKINGTON PL NE
WASHINGTON DC 20002

Business Address
1500 ECKINGTON PL NE
WASHINGTON DC 20002
2023804000

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 4, 2006

XM SATELLITE RADIO HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-27441
(Commission File Number)

54-1878819
(IRS Employer
Identification Number)

1500 Eckington Place, N.E.
Washington, DC
(Address of principal executive offices)

20002
(Zip Code)

(202) 380-4000
Registrant's telephone number, including area code

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On January 4, 2006, XM Satellite Radio Holdings Inc. issued a press release to announce its year-end subscribers. A copy of the press release is being furnished as exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.*(d) Exhibits*

Exhibit 99.1 Press release, dated January 4, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XM SATELLITE RADIO HOLDINGS INC.

Date: January 4, 2006

By: /s/ Joseph M. Titlebaum

Joseph M. Titlebaum

General Counsel and Secretary

EXHIBIT INDEX

Exhibit Document

99.1 Press release, dated January 4, 2006.

XM Satellite Radio Tops Six Million Subscribers

Nation's Number One Satellite Radio Company Extends Lead Over Competitor

XM Projects More Than Nine Million Customers by Year-End 2006 on Strength of Powerful Content Lineup and New Breakthrough Products

WASHINGTON and LAS VEGAS, Jan. 4 /PRNewswire-FirstCall/ – XM Satellite Radio, the nation's leading satellite radio company, today announced that it has more than six million subscribers, and projected it will end 2006 with more than nine million subscribers on the strength of breakthrough products introduced today at the Consumer Electronics Show, its powerful content lineup and growth in the factory-installed new car market. XM extended its lead over its competitor in 2005 by adding 2.7 million net new subscribers, and expects more than three million net new subscribers in 2006.

The latest XM subscriber numbers come as the company launches the most innovative and highly anticipated products in its history: the world's first portable, handheld devices that receive live satellite radio programming and play MP3 music, combining the two most popular forms of audio entertainment of the past 20 years.

"XM added a record number of new subscribers in 2005, representing 84 percent growth over prior year ending subscribers," said Hugh Panero, President and CEO, XM Satellite Radio. "We have more than six million subscribers today, and we expect to reach more than nine million subscribers by the end of 2006."

XM also had a record holiday selling season with more radios sold as Christmas gifts than ever before. More than 85 percent of XM's nearly 900,000 net new subscribers during the fourth quarter of 2005 came from retail sales. XM ended 2005 with 5,933,000 subscribers, not including radios purchased as Christmas gifts that were not activated before December 31 and will be activated during the first quarter of 2006.

XM today joined world-class consumer electronics manufacturers Samsung and Pioneer in unveiling the portable Pioneer Inno XM2go and the Samsung Helix XM2go satellite radios. These wearable devices represent an enormous breakthrough in portable audio, giving consumers the power to play live XM on the go, as well as MP3s, WMA files, and stored XM content. The user can even bookmark songs heard on XM, connect the device to the PC, and purchase bookmarked songs from the XM + Napster online service.

"For the first time ever, you can listen to XM live and play your MP3s on a single, handheld device," Panero said. "This is a major milestone for both satellite radio and MP3, and it promises to fundamentally change the way people enjoy their music. For music fans, these products from Pioneer and Samsung offer the very best of both worlds: XM and MP3 on the go."

The Inno and Helix are the latest example of the cutting-edge technology that has helped make XM the market leader in satellite radio. This technological superiority complements XM's award-winning, industry-leading programming, which offers the most commercial-free music, premier sports, news, talk and entertainment programming on satellite radio. Exclusive shows on XM include one-of-a-kind music programs hosted by music legend Bob Dylan, hip-hop superstars Snoop Dogg and Ludacris, rock hero Tom Petty, and jazz giant Wynton Marsalis. XM is also the exclusive satellite radio home for Public Radio icon Bob Edwards, Opie & Anthony, Air America, Major League Baseball, World Cup, NASCAR, "Good Morning America Radio," and "The Ellen DeGeneres Show."

About XM Satellite Radio

XM (Nasdaq: XMSR) is America's number one satellite radio service with more than six million subscribers. Broadcasting live daily from studios in Washington, DC, New York City and Nashville at the Country Music Hall of Fame, XM offers 160 digital channels of choice from coast to coast: the most commercial-free music, premier sports, talk, comedy, children's and entertainment programming; and the most advanced traffic and weather information.

XM, the leader in satellite-delivered entertainment and data services for the automobile market through partnerships with General Motors, Honda, Toyota, Hyundai, Nissan, Porsche, and Volkswagen/Audi, is available in more than 130 different vehicle models for 2006. XM's industry-leading products are available at consumer electronics retailers nationwide. For more information about XM hardware, programming and partnerships, please visit <http://www.xmradio.com>.

Factors that could cause actual results to differ materially from those in the forward-looking statements in this press release include demand for XM Satellite Radio's service, the Company's dependence on technology and third party vendors, its potential need for additional financing, as well as other risks described in XM Satellite Radio Holdings Inc.'s Form 10-Q filed with the Securities and Exchange Commission on 11-07-05. Copies of the filing are available upon request from XM Radio's Investor Relations Department.