



## Broadcasting Notice of Consultation CRTC 2016-468

PDF version

Ottawa, 30 November 2016

### Notice of application received

#### Across Canada

**Deadline for submission of interventions/comments/answers: 9 January 2017**

[\[Submit an intervention/comment/answer or view related documents\]](#)

The Commission has received the following application:

#### Applicant/Licensee and locality

**Sirius XM Canada Holdings Inc., on behalf of Sirius XM Canada Inc.**

Across Canada

Application 2016-0539-6

Application by **Sirius XM Canada Holdings Inc., on behalf of Sirius XM Canada Inc.**, for authority to effect changes in its ownership structure.

Sirius XM Canada Inc. is the licensee of the satellite subscription radio undertakings Sirius Canada and XM Canada.

The proposed transaction would be implemented by way of a court-approved Plan of Arrangement and would result in Sirius XM Canada Holdings, the parent corporation of the licensee, ceasing to be a publicly traded corporation. The Plan of Arrangement would, in turn, be implemented in three steps.

#### Step 1

Under the proposed reorganization, a new Canadian corporation, 2517835 Ontario Inc. (2517835 Ontario), would be capitalized by Obelysk Media Inc. (33.5%) and Slight Communications Inc. (33.5%), being the two continuing Canadian shareholders, and by Sirius XM Radio Inc. (SXM-US – 33%), a non-Canadian entity pursuant to the *Direction to the CRTC (Ineligibility of Non-Canadians)*.<sup>1</sup>

#### Step 2

2517835 Ontario would acquire all the outstanding shares of Sirius XM Canada Holdings Inc.

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<sup>1</sup> SOR/97-192

**Step 3**

Lastly, 2517835 Ontario would amalgamate with Sirius XM Canada Holdings Inc. and continue under Sirius XM Canada Holdings Inc.

Following the proposed transaction, Sirius XM Canada Inc. would remain a wholly owned subsidiary of Sirius XM Canada Holdings Inc.

Sirius XM Canada Inc. would continue to operate the undertakings under the same terms and conditions as those in effect under the current licence.

As indicated by the applicant, the purchase price for the proposed transaction would be set at approximately \$236.4 million.

The applicant did not propose a tangible benefits package, on the basis of its assertion that the proposed transaction would not result in a change of effective control.

Pursuant to the *Direction to the CRTC (Ineligibility to Hold Broadcasting Licences)*<sup>2</sup> and to the *Direction to the CRTC (Ineligibility of Non-Canadians)* (collectively, “the Directions”), the Commission must be satisfied that the broadcasting undertakings are owned and controlled by Canadians and that the proposed ownership transaction furthers the public interest as expressed in the objectives of the *Broadcasting Act*.

In this context, the Commission will review the mechanisms by which Sirius XM Canada Inc. would ensure compliance with the Directions.

The Commission reminds the applicant that any instances of non-compliance will be examined in the context of the undertakings’ licence renewal.

*Applicant’s address:*

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<sup>2</sup> SOR/85-627

# Procedure

## Deadline for interventions, comments or answers

**9 January 2017**

The *Canadian Radio-television and Telecommunications Commission Rules of Practice and Procedure* (the Rules of Procedure) apply to the present proceeding. The Rules of Procedure set out, among other things, the rules for content, format, filing and service of interventions, answers, replies and requests for information; the procedure for filing confidential information and requesting its disclosure; and the conduct of public hearings. Accordingly, the procedure set out below must be read in conjunction with the Rules of Procedure and related documents, which can be found on the Commission's website under "[Statutes and Regulations](#)." *Guidelines on the CRTC Rules of Practice and Procedure*, Broadcasting and Telecom Information Bulletin CRTC 2010-959, 23 December 2010, provides information to help interested persons and parties understand the Rules of Procedure so that they can more effectively participate in Commission proceedings.

An intervention or answer from a respondent must be received by the Commission and by the applicant on or before the above-mentioned date. An answer from a respondent must also be served on any other respondent.

Interventions and answers should clearly identify the application referred to and indicate whether parties support or oppose the application, or, if they propose changes to it, include the facts and grounds for their proposal.

The Commission encourages interested persons and parties to monitor the record of the proceeding, available on the Commission's website, for additional information that they may find useful when preparing their submissions.

Submissions longer than five pages should include a summary. Each paragraph of all submissions should be numbered, and the line **\*\*\*End of document\*\*\*** should follow the last paragraph. This will help the Commission verify that the document has not been damaged during electronic transmission.

Pursuant to *Filing submissions for Commission proceedings in accessible formats*, Broadcasting and Telecom Information Bulletin CRTC 2015-242, 8 June 2015, the Commission expects incorporated entities and associations, and encourages all Canadians, to file submissions for Commission proceedings in accessible formats (for example, text-based file formats that allow text to be enlarged or modified, or read by screen readers). To provide assistance in this regard, the Commission has posted on its website [guidelines](#) for preparing documents in accessible formats.

Submissions must be filed by sending them to the Secretary General of the Commission using **only one** of the following means:

**by completing the**  
[\[Intervention/comment/answer form\]](#)

or

**by mail to**  
CRTC, Ottawa, Ontario K1A 0N2

or

**by fax at**  
819-994-0218

A true copy of each intervention or answer from a respondent must be sent to the applicant and, in the case of a respondent to an application, to any other respondent.

Parties who send documents electronically must ensure that they will be able to prove, upon Commission request, that service/filing of a particular document was completed. Accordingly, parties must keep proof of the sending and receipt of each document for 180 days after the date on which the document is filed. The Commission advises parties who file and serve documents by electronic means to exercise caution when using email for the service of documents, as it may be difficult to establish that service has occurred.

In accordance with the Rules of Procedure, a document must be received by the Commission and all relevant parties by 5 p.m. Vancouver time (8 p.m. Ottawa time) on the date it is due. Parties are responsible for ensuring the timely delivery of their submissions and will not be notified if their submissions are received after the deadline. Late submissions, including those due to postal delays, will not be considered by the Commission and will not be made part of the public record.

The Commission will not formally acknowledge submissions. It will, however, fully consider all submissions, which will form part of the public record of the proceeding, provided that the procedure for filing set out above has been followed.

### **Important notice**

All information that parties provide as part of this public process, except information designated confidential, whether sent by postal mail, facsimile, email or through the Commission's website at [www.crtc.gc.ca](http://www.crtc.gc.ca), becomes part of a publicly accessible file and will be posted on the Commission's website. This information includes personal information, such as full names, email addresses, postal/street addresses, telephone and facsimile numbers, etc.

The personal information that parties provide will be used and may be disclosed for the purpose for which the information was obtained or compiled by the Commission, or for a use consistent with that purpose.

Documents received electronically or otherwise will be put on the Commission's website in their entirety exactly as received, including any personal information contained therein, in the official language and format in which they are received. Documents not received electronically will be available in PDF format.

The information that parties provide to the Commission as part of this public process is entered into an unsearchable database dedicated to this specific public process. This database is accessible only from the web page of this particular public process. As a result, a general search of the Commission's website with the help of either its own search engine or a third-party search engine will not provide access to the information that was provided as part of this public process.

### **Availability of documents**

An electronic version of the application is available on the Commission's website at [www.crtc.gc.ca](http://www.crtc.gc.ca) by selecting the application number within this notice. It is also available from the applicant, either on their website or upon request by contacting the applicant at their email addresses, provided above.

Electronic versions of the interventions and answers, as well as of other documents referred to in this notice, are available on the Commission's website at [www.crtc.gc.ca](http://www.crtc.gc.ca) by visiting the "Participate" section, selecting "Submit Ideas and Comments," and then selecting "our open processes." Documents can then be accessed by clicking on the links in the "Subject" and "Related Documents" columns associated with this particular notice.

Documents are also available from Commission offices, upon request, during normal business hours.

### **Location of Commission offices**

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Secretary General