

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 28, 2025

SIRIUS XM HOLDINGS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other Jurisdiction  
of Incorporation)

001-34295  
(Commission File Number)

93-4680139  
(I.R.S. Employer  
Identification No.)

1221 Avenue of the Americas, 35th Floor, New York, NY  
(Address of Principal Executive Offices)  
10020  
(Zip Code)

Registrant's telephone number, including area code: (212) 584-5100  
Former name or former address, if changed since last report: Not Applicable

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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of exchange on which registered
Common stock, \$0.001 par value	SIRI	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

### **Explanatory Note**

This Current Report on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K filed by Sirius XM Holdings Inc. (the “Company,” “we,” “us” or “our”) with the U.S. Securities and Exchange Commission on May 30, 2025 (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of our 2025 Annual Meeting of Stockholders held on May 28, 2025 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose, in accordance with Item 5.07(d) of Form 8-K, the decision of our Board of Directors (the “Board”) regarding whether non-binding stockholder advisory votes on the compensation of our named executive officers (the “Say-on-Pay Vote”) should be held every one, two, or three years (the “Say-on-Frequency Proposal”). No other changes have been made to the Original Form 8-K.

#### **Item 5.07                      Submission of Matters to a Vote of Security Holders.**

As previously reported in the Original Form 8-K, in an advisory vote held at the Annual Meeting on the Say-on-Frequency Proposal, our stockholders expressed their preference for a Say-on-Pay Vote to be conducted every year. In light of these results, and consistent with the recommendation of our Board as set forth in our proxy statement for the Annual Meeting, on July 23, 2025, the Board determined that the Company will hold future Say-on-Pay Votes on an annual basis until the next Say-on-Frequency Proposal vote (which will be held no later than the 2031 annual meeting of stockholders) or until the Board otherwise determines a different frequency of Say-on-Pay Votes.

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## 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.

SIRIUS XM HOLDINGS INC.

By: /s/ Richard N. Baer  
Richard N. Baer  
Executive Vice President, General Counsel and Secretary

Dated: July 23, 2025