

UNITED STATES
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): September 8, 2025 (September 5, 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. ☐

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Increase in Size of Board of Directors and Appointment of Dave Stephenson to Board of Directors

On September 5, 2025, the Board of Directors (the “Board of Directors”) of Sirius XM Holdings Inc. (the “Company”) increased the size of the Board from nine to ten directors and filled the vacancy created by such increase by appointing Dave Stephenson to the Board of Directors, effective as of September 18, 2025. Mr. Stephenson will serve as a Class III director and is expected to stand for reelection at our 2027 Annual Meeting of Stockholders. The Board of Directors has determined that Mr. Stephenson satisfies the definition of an “independent director” under the Nasdaq listing standards and our Corporate Governance Guidelines.

Mr. Stephenson has been the Chief Business Officer and Head of Employee Experience of Airbnb, Inc. (“Airbnb”), a global online marketplace that connects travelers with unique accommodations and experiences offered by local hosts, since January 2024. Prior to that time, from January 2019 to February 2024, Mr. Stephenson served as the Chief Financial Officer of Airbnb. Mr. Stephenson was previously Vice President and Chief Financial Officer of Amazon’s Worldwide Consumer Organization from June 2015 to December 2018. Before that, he served as Chief Financial Officer of Amazon’s International Consumer business and led finance across many areas of the company, including Amazon Web Services, North America Retail and Merchant Services. Mr. Stephenson currently serves on the board of directors of Lyft, Inc. (“Lyft”).

As the Chief Business Officer and Head of Employee Experience of Airbnb and having served in executive positions in other technology and e-commerce companies, Mr. Stephenson brings extensive knowledge of the technology and e-commerce industries and operational experience to the boardroom, including an understanding of the operational, financial and strategic issues facing businesses in these sectors. In addition, through his prior roles as Chief Financial Officer at Airbnb and Lyft, Mr. Stephenson brings valuable business and financial insight and experience to the Board of Directors.

The Board of Directors has named Mr. Stephenson to serve on the Compensation Committee of our Board of Directors.

Mr. Stephenson will be eligible to receive compensation for his service on the Board of Directors consistent with that provided to all non-employee directors, which is described under the caption “Item 1 – Election of Directors – Director Compensation” in our definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 14, 2025 as adjusted by the Board of Directors from time to time.

There was no arrangement or understanding between Mr. Stephenson and any other person with respect to his appointment to the Board of Directors. In addition, there have been no transactions involving Mr. Stephenson that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 **Regulation FD Disclosure.**

On September 8, 2025, we issued a press release announcing Mr. Stephenson’s appointment. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by this reference.

The information contained in this item, including that incorporated by reference, is being furnished to the Securities and Exchange Commission (the “SEC”). Such information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 9.01 **Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press Release dated September 8, 2025.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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: September 8, 2025



Dave Stephenson Joins SiriusXM's Board of Directors

NEW YORK, September 8, 2025 -- Sirius XM Holdings Inc. (NASDAQ: SIRI) today announced the appointment of a new independent director, Dave Stephenson, to the company's Board of Directors, effective September 18, 2025. He will serve on the Board's compensation committee.

Stephenson is a seasoned business executive, with deep leadership experience at some of the largest global technology companies. He currently serves as Chief Business Officer and Head of Employee Experience for Airbnb, Inc. (NASDAQ: ABNB), where he is responsible for Airbnb's global business growth and the human resources function. Prior to assuming the Chief Business Officer role, Stephenson served as Airbnb's Chief Financial Officer, where he was integral to the company's highly successful IPO. Prior to joining Airbnb, Stephenson spent 17 years at Amazon, where he held a variety of positions, most recently as Vice President and CFO of its Worldwide Consumer Organization.

"Dave's business acumen and people-first mindset make him a fantastic addition to the Board as we continue SiriusXM's transformation journey with a focus on maintaining our financial strength and creating a path to future growth," said Jennifer Witz, Chief Executive Officer of SiriusXM. "With his broad experience across operations, finance, and strategy at innovative organizations, Dave will be a key advisor and an asset to the Board, the executive team, and the company as a whole as we leverage our leading position in-car and deliver best-in-class experiences for our listeners alongside meaningful business results."

"I am honored to be joining the board of SiriusXM, a company whose powerful combination of world-class content and technology I have long admired," said Stephenson. "I am excited to collaborate with the board and management to deliver increased value to listeners and shareholders."

About Dave Stephenson

Dave Stephenson is responsible for growing Airbnb's global businesses and overseeing Airbnb's employee experience. As Chief Business Officer, he is focused on commercializing Airbnb's new and existing businesses, recruiting and developing Airbnb's global supply of homes, hotels, experiences, and services, and executing Airbnb's global in market strategy. As Head of Employee Experience at Airbnb, he oversees talent and leadership development, recruiting, compensation, diversity initiatives, and Airbnb's Live and Work Anywhere program. Dave previously spent five years as Airbnb's Chief Financial Officer.

Prior to joining Airbnb, Dave spent 17 years at Amazon, where he was Vice President and CFO of their Worldwide Consumer Organization. Dave also served as Vice President and CFO of Amazon's International Consumer business and led finance across many areas of the company, including Amazon Web Services, North America Retail, and Merchant Services. He also serves on the board of Lyft, Inc.

Dave holds an MBA from the University of Iowa and a BS in Industrial and Management Engineering from Montana State University.

About Sirius XM Holdings Inc

SiriusXM is the leading audio entertainment company in North America with a portfolio of audio businesses including its flagship subscription entertainment service SiriusXM; the ad-supported and premium music streaming services of Pandora; an expansive podcast network; and a suite of business and advertising solutions. Reaching a combined monthly audience of approximately 160 million listeners, SiriusXM offers a broad range of content for listeners everywhere they tune in with a diverse mix of live, on-demand, and curated programming across music, talk, news, and sports. For more about SiriusXM, please go to: www.siriusxm.com.

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Source: SiriusXM

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