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

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**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): June 1, 2026 (May 28, 2026)

**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
<b>Common stock, \$0.001 par value</b>	<b>SIRI</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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

*Amendment No. 1 to Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan*

As reported below under Item 5.07 of this Current Report, Sirius XM Holdings Inc. (the “Company,” “we,” “us” or “our”) held its annual meeting of stockholders on May 28, 2026 (the “2026 Annual Meeting”), at which the Company’s stockholders approved an amendment (“Amendment No. 1”) to the Company’s Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan (the “2024 Plan”) to increase the aggregate number of shares available for the grant of awards by 7,200,000 shares to a total of 22,565,993 shares. A description of the material terms of the 2024 Plan and Amendment No. 1 is set forth in the Company’s [definitive proxy statement on Schedule 14A](#) for the 2026 Annual Meeting, which was filed on April 10, 2026 with the Securities and Exchange Commission (the “Definitive Proxy Statement”), in the section entitled “*Item 3— Approval of Amendment No. 1 to the Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan,*” which is incorporated herein by reference. This description of Amendment No. 1 is qualified in its entirety by reference to the full text of Amendment No. 1, a copy of which is included as Exhibit 10.1 to this Current Report and attached to the Definitive Proxy Statement as Appendix A.

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

On May 28, 2026, the Company held its 2026 Annual Meeting, at which the Company’s stockholders voted on the matters disclosed in our Definitive Proxy Statement in connection with the 2026 Annual Meeting. The final voting results for the matters submitted to a vote of stockholders are as follows:

*Item 1 – Election of Directors*

The holders of our common stock elected the persons listed below as Class I directors.

	<b>Votes Cast For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Eddy W. Hartenstein	229,472,971	4,921,855	51,448,019
Kristina M. Salen	231,643,217	2,751,609	51,448,019
Jennifer C. Witz	230,660,585	3,734,241	51,448,019

The holders of our common stock elected the persons listed below as Class II directors.

	<b>Votes Cast For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Evan D. Malone	230,881,893	3,512,933	51,448,019
Jonelle Procope	210,894,725	23,500,101	51,448,019
Anjali Sud	213,150,753	21,244,073	51,448,019

*Item 2 – Advisory Vote on Named Executive Officer Compensation*

The holders of our common stock approved, on a non-binding advisory basis, the compensation paid to our named executive officers.

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
228,280,853	4,764,836	1,349,137	51,448,019

*Item 3 – Approval of Amendment No. 1 to Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan*

The holders of our common stock approved Amendment No. 1 to the 2024 Plan.

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
224,632,532	8,579,820	1,182,474	51,448,019

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*Item 4 – Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accountants for 2026*

The holders of our common stock ratified the appointment of KPMG LLP as our independent registered public accountants for 2026.

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Abstentions</u>
281,049,339	2,379,515	2,413,991

**Item 9.01**                      **Financial Statements and Other Exhibits.**

(d) Exhibits.

10.1 [Amendment No. 1 to The Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan.](#)

104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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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/ Eve Konstan  
Eve Konstan  
Executive Vice President, Chief Legal Officer and Secretary

Dated: June 1, 2026

**AMENDMENT NO. 1  
TO THE  
SIRIUS XM HOLDINGS INC.  
2024 LONG-TERM STOCK INCENTIVE PLAN**

THIS AMENDMENT NO. 1 TO THE SIRIUS XM HOLDINGS INC. 2024 LONG-TERM STOCK INCENTIVE PLAN (this “Amendment No. 1”) is made by Sirius XM Holdings Inc., a Delaware corporation (the “Company”).

**WHEREAS**, based on the recommendation of the Compensation Committee (the “Committee”), the Board of Directors of the Company (the “Board”) has determined that it is in the best interests of the Company to amend the Company’s 2024 Long-Term Stock Incentive Plan (the “Plan”) to increase the number of shares available for issuance under the Plan and extend the expiration date of the Plan; and

**WHEREAS**, the Committee approved this Amendment No. 1 on March 24, 2026 and the Board approved this Amendment No. 1 on April 1, 2026, subject to approval by the stockholders of the Company at the Company’s 2026 Annual Meeting of Stockholders.

NOW, THEREFORE, the Plan is hereby amended as follows:

1. The first sentence of Section 4(a)(i) of the Plan is hereby deleted in its entirety and replaced with the following:
  - (a) Subject to adjustment as provided in Section 4(b), the aggregate number of Shares with respect to which Awards may be granted from time to time under the Plan shall in the aggregate not exceed, at any time, the sum of (i) 7,200,000, plus (ii) the number of Shares remaining available for issuance under the Plan as of immediately prior to the Effective Date, plus (iii) the number of Shares that become available for issuance under Section 4(a)(ii) of the Plan; provided, that, subject to adjustment as provided in Section 4(b), the aggregate number of Shares with respect to which Incentive Stock Options may be granted under the Plan shall be 7,000,000.
2. Section 17 of the Plan is hereby deleted in its entirety and replaced with the following:

Section 17. Term of the Plan.

- (a) *Effective Date*. This Plan originally became effective on the “Closing Date” as defined under the Agreement and Plan of Merger dated as of December 11, 2023, by and among Liberty Media Corporation, Liberty Sirius XM Holdings Inc., Radio Merger Sub, LLC and Sirius XM Holdings Inc. (the “Closing Date”). This Plan was amended by Amendment No. 1 attached hereto (“Amendment No. 1”), which Amendment No. 1 was approved by the Board on April 1, 2026, and became effective subject to, and as of the date of, its approval by the stockholders of the Company at the Company’s 2026 annual meeting of stockholders (the “Effective Date”).
  - (b) *Expiration Date*. No grant will be made under this Plan more than ten years after the Effective Date, but all grants made on or prior to such date will continue in effect thereafter subject to the terms thereof and this Plan.
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(c) *Existing Plans*. No grants will be made under the Existing Plans on or after the Closing Date, except that outstanding awards granted under the Existing Plans continue unaffected following such date.

3. The defined term “Effective Date” as used in Section 2(d) of the Plan is hereby deleted in its entirety and replaced with the following:

“*Effective Date*” has the meaning set forth in Section 17.