
**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): June 3, 2022 (June 2, 2022)

SIRIUS XM HOLDINGS INC.

(Exact Name of Registrant as Specified in Charter)

001-34295

(Commission File Number)

Delaware
(State or Other Jurisdiction
of Incorporation)

38-3916511
(I.R.S. Employer
Identification No.)

1221 Avenue of the Americas, 35th Fl., New York, NY
(Address of Principal Executive Offices)

10020
(Zip Code)

Registrant's telephone number, including area code: **(212) 584-5100**

N/A

(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:

- 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 each exchange on which registered
Common Stock, par value \$0.001 per share	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 2, 2022, we held our 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”). At the 2022 Annual Meeting, stockholders voted on the matters disclosed in our Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 18, 2022 in connection with the 2022 Annual Meeting. The final voting results for the matters submitted to a vote of stockholders are as follows:

Item 1 – Election of Directors

At the 2022 Annual Meeting, the holders of our common stock elected the persons listed below as directors.

	<u>Votes Cast For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David A. Blau	3,339,327,400	96,596,282	175,594,166
Eddy W. Hartenstein	3,417,044,909	18,878,773	175,594,166
Robin P. Hickenlooper	3,339,466,656	96,457,026	175,594,166
James P. Holden	3,417,224,356	18,699,326	175,594,166
Gregory B. Maffei	3,315,816,402	120,107,280	175,594,166
Evan D. Malone	3,403,519,701	32,403,981	175,594,166
James E. Meyer	3,341,497,117	94,426,565	175,594,166
Jonelle Procope	3,402,635,503	33,288,179	175,594,166
Michael Rapino	3,421,191,263	14,732,419	175,594,166
Kristina M. Salen	3,427,405,098	8,518,584	175,594,166
Carl E. Vogel	3,368,403,103	67,520,579	175,594,166
Jennifer C. Witz	3,418,372,746	17,550,936	175,594,166
David M. Zaslav	3,362,211,805	73,711,877	175,594,166

Item 2 – Ratification of Appointment of KPMG LLP as Our Independent Registered Public Accountants for 2022

The holders of our common stock ratified the appointment of KPMG LLP as our independent registered public accountants for 2022.

<u>Votes Cast For</u>	<u>Votes Cast Against</u>	<u>Abstentions</u>
3,601,852,533	6,689,029	2,976,286

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 thereunto duly authorized.

SIRIUS XM HOLDINGS INC.

By: /s/ Patrick L. Donnelly

Patrick L. Donnelly
Executive Vice President, General
Counsel and Secretary

Dated: June 3, 2022