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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|---|---|--|
| 1. Name and Address of Reporting Person * <u>Liberty Sirius XM Holdings Inc.</u> (Last) (First) (Middle) <u>12300 LIBERTY BOULEVARD</u> (Street) <u>ENGLEWOOD CO 80112</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/09/2024 | 3. Issuer Name and Ticker or Trading Symbol <u>SIRIUS XM HOLDINGS INC. [SIRI]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,205,832,796 | I | Held through wholly-owned subsidiaries |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|---------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| 2.75% Exch. Sr. Debentures due 2049 (obligation to sell) | (1)(2) | 12/01/2049 | Common Stock | 70,048,705 ⁽²⁾⁽³⁾⁽⁴⁾ | (1)(2) | D | |

Explanation of Responses:

- Each \$1,000 original principal amount of 2.75% Exchangeable Senior Debentures due 2049 (the "Debentures") is exchangeable for the cash equivalent of 116.0227 shares of the common stock, par value \$0.001 per share (the "Common Stock") of Sirius XM Holdings Inc. (the "Issuer") as determined in the manner set forth in the indenture governing the Debentures.
- 70,048,705 shares of Common Stock initially underlie the \$603,750,000 original principal amount of the Debentures. The original principal amount of the Debentures was reduced to an adjusted principal amount of \$585,123,865.78 as of September 9, 2024 as a result of (i) an extraordinary additional distribution, (ii) excess regular cash dividends and (iii) rate maintaining adjustments made to maintain a 2.75% fixed interest rate on the adjusted principal amount of the Debentures.
- Each Debenture is exchangeable at the option of the holder during specified periods. Holders of the Debentures may put them to the Reporting Person on December 1, 2024, or prior thereto following the occurrence of a "fundamental change," and the Debentures may be redeemed by the Reporting Person, (i) in whole or in part, on or after December 1, 2024 at any time, or (ii) in whole, but not in part, prior to December 1, 2024, after the occurrence of certain conditions or events. The redemption of any Debenture by the Reporting Person or a purchase of any Debenture pursuant to a holder's put right, shall be cash settled by the Reporting Person generally for a sum equal to (x) the adjusted principal amount of such Debentures, (y) accrued and unpaid interest on such Debenture and (z) any final period distribution on such Debenture.
- (Continued from footnote 3) The Reporting Person elected to treat the Transactions (as defined below) as a "fundamental change" pursuant to the terms of the indenture governing the Debentures.

Remarks:

On September 9, 2024, the transactions contemplated by the Reorganization Agreement, dated as of December 11, 2023, by and among Liberty Media Corporation ("Liberty Media"), the Issuer, and the Reporting Person, as amended to date, were completed (the "Transactions"). As a result of the Transactions, Liberty Media contributed to the Reporting Person, among other assets and liabilities, (i) all of the shares of Common Stock beneficially owned by Liberty Media and (ii) the Debentures. Also as a result of the Transactions, Liberty Media redeemed each share of its Series A Liberty SiriusXM common stock ("LSXMA"), Series B Liberty SiriusXM common stock ("LSXMB") and Series C Liberty SiriusXM common stock ("LSXMK") for 0.8375 of a share of common stock of the Reporting Person, with no shares of LSXMA, LSXMB or LSXMK remaining outstanding and with cash (without interest) paid in lieu of any fractional shares of common stock of the Reporting Person, after aggregating all shares of common stock of the Reporting Person issuable by series of LSXMA, LSXMB and LSXMK. As a result of the Transactions, including such contribution by Liberty Media to the Reporting Person of all of the shares of Common Stock beneficially owned by Liberty Media and Debentures reported herein, (i) the Reporting Person was split-off from Liberty Media and Liberty Media ceased to have an equity interest in the Reporting Person, and (ii) the Reporting Person now has an equity interest in the Issuer and therefore the Reporting Person is subject to the obligations of Section 16 of the Exchange Act with respect to the Issuer.

Liberty Sirius XM Holdings Inc.
By: /s/ Patrick L. Donnelly Title: 09/09/2024
Executive Vice President, General
Counsel and Secretary

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.