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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Liberty Sirius XM Holdings Inc.</u> (Last) (First) (Middle) 12300 LIBERTY BOULEVARD (Street) ENGLEWOOD CO 80112 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SIRIUS XM HOLDINGS INC. [SIRI]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2024	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/09/2024		J ⁽¹⁾⁽²⁾⁽³⁾		3,205,832,796	D	(1)(2)(3)	0	I	Held through wholly-owned subsidiaries

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
2.75% Exch. Sr. Debentures due 2049 (obligation to sell)	(4)(5)	09/09/2024		J ⁽¹⁾⁽²⁾⁽³⁾				(6)(7)	12/01/2049	Common Stock	70,048,705 ⁽⁴⁾⁽⁵⁾	(1)(2)(3)(4)	0	D	

Explanation of Responses:

- On September 9, 2024, the transactions contemplated by the Agreement and Plan of Merger, dated as of December 11, 2023, by and among Liberty Media Corporation, Sirius XM Holdings Inc. (the "Issuer"), the Reporting Person, and a wholly owned subsidiary of the Reporting Person ("Merger Sub"), as amended to date, were completed (the "Transactions"). In connection with the Transactions, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of the Reporting Person (the "Surviving Corporation"). As of the effective time of the Merger, (i) each share of common stock of the Issuer ("Common Stock") issued and outstanding immediately prior to the effective time of the Merger (other than shares of Common Stock beneficially owned by the Issuer,
- (Continued from footnote 1) the Reporting Person, or any of Reporting Person's subsidiaries) were automatically converted into one-tenth (0.1) of a share (the "Exchange Ratio") of the Reporting Person's common stock, with cash (without interest) being paid in lieu of any fractional shares of the Reporting Person's common stock and (ii) each share of Common Stock held by the Reporting Person (or any of its subsidiaries) as reported herein was automatically converted into one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation. As a result of the foregoing transactions, (1) the Reporting Person became a successor to the Issuer under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (2) the shares of the Reporting Person's common stock were substituted for the Common Stock on the Nasdaq Global Select Market, (3) the shares of Common Stock underlying the 2.75% Exchangeable Senior Debentures due 2049 (the "Debentures")
- (Continued from footnote 2) were substituted for shares of the Reporting Person's common stock and (4) the Issuer became a wholly owned subsidiary of the Reporting Person. In addition, as a result of the foregoing transactions, the Reporting Person ceased to be subject to the obligations of Section 16 of the Securities Exchange Act of 1934 with respect to the Issuer.
- Each \$1,000 original principal amount of Debentures was exchangeable for the cash equivalent of 116.0227 shares of Common Stock as determined in the manner set forth in the indenture governing the Debentures (without giving effect to the Exchange Ratio).
- 70,048,705 shares of Common Stock initially were underlying 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 was 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 6) 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.

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 4 (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.

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