UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

File File	d by the	e Registrant ☑ Party other than the Registrant □
Che	ck the	appropriate box:
	Conf Defin Defin	ninary Proxy Statement idential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) itive Proxy Statement itive Additional Materials ting Material Pursuant to §240.14a-12
		Sirius XM Holdings Inc.
		(Name of Registrant as Specified In Its Charter)
		(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
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		k box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the bus filing by registration statement number, or the Form or Schedule and the date of its filing.
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Vote by Internet

- Go to www.envisionreports.com/SIRI
- · Or scan the QR code with your smartphone
- · Follow the steps outlined on the secure website

Stockholder Meeting Notice

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Important Notice Regarding the Availability of Proxy Materials for the Sirius XM Holdings Inc. Stockholder Meeting to be Held on May 19, 2014

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement and 2013 Annual Report to shareholders are available at:

www.envisionreports.com/SIRI



Easy Online Access — A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/SIRI to view the materials.

Step 2: Click on Cast Your Vote or Request Materials.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 8, 2014 to facilitate timely delivery.



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Stockholder Meeting Notice

Dear Sirius XM Holdings Inc. Stockholder:

The 2014 Annual Meeting of Stockholders of Sirius XM Holdings Inc. (the "Company") will be held at the Auditorium at The McGraw Hill Building, 1221 Avenue of the Americas, New York, New York, on Monday, May 19, 2014, at 9:00 A.M. Eastern Time.

Proposals to be considered at the Annual Meeting:

- (1) Election of thirteen Directors to serve until the 2015 annual meeting of stockholders of the Company;
- (2) Advisory vote to approve the named executive officers' compensation; and,
- (3) Ratification of the appointment of KPMG LLP as our independent registered public accountants for 2014.

Sirius XM's Board of Directors recommend a vote FOR each director nominee and FOR Proposals 2 and 3.

The Board of Directors has fixed the close of business on March 28, 2014 as the record date (the "Record Date") for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares, you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials, you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g Internet Go to www.envisionreports.com/SIRI. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- g Email Send email to investorvote@computershare.com with "Proxy Materials Sirius XM Holdings Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 8, 2014.

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