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

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

STATEMENT OF CHANGES IN 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

	pe reesponse			_													
(Print or Type Responses) 1. Name and Address of Reporting Person* Altman Dara F					2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]						5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) EVP & Chief Admin. Officer					
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS					3. Date of Earliest Transaction (Month/Day/Year) 02/06/2015						Ī						
NEW YO	ORK, NY	(Street) 10020		4. If	Amer	ndment, I	Oate Orig	inal Filed	d(Month/	Day/Year)		5. Individual or Jo X_Form filed by One Form filed by Mon	Reporting Per	son	oplicable Line)	
-	ity)	(State)	(Zip)				Tabl	e I - Non	-Deriv	ative S	ecuriti	ies Acquir	ed, Disposed of	or Benefic	ially Owned		
(Instr. 3)			2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Da any (Month/Day/		n Date, if	(Instr. 8		4. Securities Acquir or Disposed of (D) (Instr. 3, 4 and 5)		red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		Form:	7. Nature of Indirect Beneficial Ownership		
				(MO	nui/L	Jay/1ear)	Code	e V	Am	nount	(A) or (D)	Price	(Instr. 3 and 4)			or Indirect (I) (Instr. 4)	
Common Stock 02/06/20			02/06/2015				M		1,87	5,000	A	\$ 1.64	1,875,000			D	
Common	n Stock		02/06/2015				M		526,	150	A	\$ 0.99	2,401,150			D	
Common	n Stock		02/06/2015			M		415,	250	A	\$ 0.6235	2,816,400			D		
Common Stock			02/06/2015			S		821,	358	D	\$ 3.6958 (1)	1,995,042			D		
Common Stock 02/06/2015						F		1,99 (2)	5,042	D	\$ 3.69	0			D		
Common Stock											54,021		I	By 401(k)			
Domindor	Papart on a	concrete line for ead	a class of socurities be	mafiaia	ıllı, on	umad dire	actly or in	directly					.,021				Plan
Reminder:	Report on a s	separate line for each	n class of securities be	II - De	rivat	ive Secu	rities Acc	Per this cur quired, I	sons of form rently	are no valid (ot requ OMB o	d to the cuired to recontrol n	collection of in espond unless umber.			in SEC	
1. Title of	2. Conversion	3. Transaction	Table 3A. Deemed Execution Date, if	II - De (e.g. 4. Transac	erivat g., pu etion	ive Securits, calls,	rities Acc warrants er of ve es 1 (A) or 1 of (D)	Per this cur quired, I	sons of form rently Dispose s, converse on Date	are no valid (ed of, or vertible sable an	ot requ OMB of Benef	d to the cuired to recontrol n	collection of in espond unless umber. wned	8. Price of	9. Number Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form o Derivat Security Direct (or Indir	Plan 111. Nation of Indirection of General Benefic Cowners y: (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table 3A. Deemed Execution Date, if	II - De (e.g. 4. Transac	erivat g., pu etion 3)	tive Securits, calls, 5. Numb Derivative Securities Acquired Disposed (Instr. 3,	rities Acc warrants er of ve es 1 (A) or 1 of (D)	Per this cur quired, I s, option 6. Date	sons is form rently Dispose s, conv Exercise on Date Day/Y	are no valid (ed of, or vertible sable an	ot requipment of the control of the	d to the cuired to recontrol number of ticially Oxtes) 7. Title a Underly:	collection of in espond unless umber. wned	8. Price of Derivative Security	9. Number Derivative Securities Beneficially Owned Following	of 10. Owners Form o Derivat Security Direct (or Indir	Plan 1474 (9-02) ship of Indir Benefic Owners (Instr. 4 (D)) rect
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table 3A. Deemed Execution Date, if	II - De (e.g 4. Transac Code (Instr. 8	erivat g., pu etion 3)	ive Securits, calls, 5. Numb Derivativ Securitie Acquired Disposed (Instr. 3, 5)	rities Acc warrant: er of ve ss 1 (A) or 1 of (D) 4, and	Per this cur quired, I s, option 6. Date Expirati (Month/	sons of form rently Dispose s, conv Exercise on Date Day/Y	ed of, or certible sable an e ear) Expirat Date	ot requested of the securion	d to the cuired to recontrol n ficially Outies) 7. Title a Underly, (Instr. 3	collection of in espond unless umber. wned and Amount of ing Securities and 4) Amount or Number of Shares	8. Price of Derivative Security	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form of Derivat Security Direct (or Indir	Plan 1474 (9-02) ship of Indir Benefic Owners (Instr. 4 (D)) rect
1. Title of Derivative Security (Instr. 3) Stock Option (Right	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table 3A. Deemed Execution Date, if	II - De (e.g. 4. Transac Code (Instr. 8	erivat g., pu etion 3)	ive Securits, calls, 5. Numb Derivativ Securitie Acquiree Disposec (Instr. 3, 5)	rities Acc warrant: er of ve ss 1 (A) or 1 of (D) 4, and	Per this cur quired, I s, option 6. Date Expirati (Month/	sons variations of the state of	are no valid (d of, or ertible able an e ear) Expirat Date 08/09	ot requipment of requipment of requipment of requipment of research of the research of the requipment of requirement of requipment of requipment of requipment of requirement of requi	d to the cuired to recontrol n ficially Outies) 7. Title a Underly: (Instr. 3	Amount or Number of Shares on 526,150	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transactior (Instr. 4)	of Owners Form of Derivat Securit, Direct or India (s) (I) (Instr. 4	Plan 1474 (9-02) ship of Indir Benefic Owners (Instr. 4 (D)) rect

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	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
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Altman Dara F			
1221 AVENUE OF THE AMERICAS		EVP & Chief Admin. Officer	
NEW YORK, NY 10020			

Signatures

/s/ Dara Altman	02/09/2015
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Represents the weighted average sales price for the price increments ranging from \$3.67 to \$3.7250. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Represents the exercise price of the stock option referenced in Table II and associated taxes which was paid by way of the withholding by the Company of shares with a value equal to the exercise price and such taxes.

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

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