FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

s)														
1. Name and Address of Reporting Person * MEYER JAMES E				2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_Director 10% Owner				
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year) 10/30/2015						X Officer (give title below) Other (specify below) Chief Executive Officer				
(Street) NEW YORK, NY 10020				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(State)	(Zip)		Т	able I	- Non	-De	rivative S	Securitie	es Acqu	ired, Disp	osed of, or l	Beneficially	Owned	
(Instr. 3)		any	on Date, if		Code (Instr. 8)				of (D)	Reported Transaction(s)		Following	6. Ownership Form:	Beneficial
		(Month/Day/	Year)		de	V	Amoun	(A) or (D)	Price	(Instr. 3 a	and 4)		\ /	Ownership (Instr. 4)
	10/30/2015			F	,		507,88	7 D	\$ 4.13 (1)	3,844,2	00		D	
										5,355			I	By 401(k) Plan
separate line fo	or each class of secu	rities benefici	ally o	wned o	directl	ly or	· indirectl	y						
						con	tained i	n this fo	orm are	e not requ	uired to res	spond unle	ess	1474 (9-02)
Date	3A. Deemed Execution Day (Year) any	4. Transa Code	4. 5. Numb of Deriv Secur Acqu (A) or Dispo of (D (Instr. 8)		mber 6. Date and Experiment for the contribution of the contributi		Date Exer	ate Exercisable Expiration Date nth/Day/Year)		itle and ount of lerlying urities tr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (or Indirect)	Beneficia Ownersh (Instr. 4)
										Amount				
	(First) F THE AMI (Street) 10020 (State) separate line for the s	f Reporting Person* (First) (Middle) F THE AMERICAS (Street) 10020 (State) (Zip) 2. Transaction Date (Month/Day/Year) 10/30/2015 Table II - 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year)	f Reporting Person 2. Issuer Note SIRIUS 2 (First) (Middle) 3. Date of E 10/30/201 (Street) 4. If Amend 10020 (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 10/30/2015 Table II - Derivative Sole, puts, case (e.g., puts, case (Month/Day/Year) (Month/Day, puts, case (Month/Day/Year) (Month/Day, puts, case (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	F Reporting Person* 2. Issuer Name: SIRIUS XM F SIRIUS XM F 3. Date of Earlies 10/30/2015 4. If Amendment 10020 (State) 2. Transaction Date (Month/Day/Year) 2. A. Deemed Execution Date, if any (Month/Day/Year) 10/30/2015 Table II - Derivative Securities. part (e.g., puts, calls, wear) 3. Transaction Date Execution Date, if Transaction Table II - Derivative Securities.	Code	2. Issuer Name and Ticker of SIRIUS XM HOLDING (First) (Middle) 3. Date of Earliest Transaction 10/30/2015 (Street) 4. If Amendment, Date Origin 10020 (State) (Zip) Table I - Non Execution Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code 10/30/2015 F Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open to pate (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open to pate (Month/Day/Year) A. Deemed Execution Date, if Transaction Code (Month/Day/Year)	f Reporting Person 2 Grirst (Middle) F THE AMERICAS (Street) 10020 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) Code V 10/30/2015 F Table II - Derivative Securities Acquired, Execution Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option Date (Month/Day/Year) 3. Transaction Date (Instr. 8) Separate line for each class of securities beneficially owned directly or the directly of the Code (Instr. 8) Table II - Derivative Securities Acquired, Execution Date (Instr. 8) Separate line for each class of securities deficially owned directly or the Code (Instr. 8) Per continue (Month/Day/Year) 3. Transaction Date (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 100) Disposed of (D) (Instr. 3, 100) Disposed of (D) (Instr. 3, 100)	### Separate line for each class of securities beneficially owned directly or indirectly any (Month/Day/Year) Code V Amoun	Code V Amount Code V Amount Code V Amount Code V Amount Code Carponation Code Carponation Carp	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10/30/2015 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date, if (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date, if (Month/Day/Year) 4. Securities Acquerate line for each class of securities beneficially owned directly or indirectly. (A) or Original Filed(Month/Day/Year) 4. Securities Acquerate line for each class of securities beneficially owned directly or indirectly. (B) Persons who respond to contained in this form are the form displays a current of the form displays a current line for each class of securities beneficially owned directly or indirectly. (Code V Amount (D) Price S Adams (A) or Disposed of, Or Beneficial (e.g., puts, calls, warrants, options, convertible securities) (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) (Month/Day/Ye	Size Size	Separate line for each class of securities beneficially owned directly or indirectly. Separate line for each class of securities beneficially owned directly or indirectly. Separate line for each class of securities beneficially owned directly or indirectly. Separate line for each class of securities beneficially owned directly or indirectly. Securities Acquired (A) or Beneficially Owned (Check, puts, calls, warrants, options, convertible securities. Securities Acquired (Month/Day/Year) Securities (Instr. 3) Securities (Month/Day/Year) Securiti	Size Size	Separate line for each class of securities beneficially owned directly or indirectly. Separate line for each class of securities beneficially owned directly or indirectly.

Reporting Owners

٠		Relationships					
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
	MEYER JAMES E 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X		Chief Executive Officer			

Signatures

/s/Patrick L. Donnelly, attorney in fact	11/02/2015
**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 surrender of common stock to the Company to cover withholding taxes upon the vesting of restricted stock units.

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