FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person[*] MOONEY JAMES	2. Issuer Name **and** Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2016	_X_ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Street) NEW YORK, NY 10020	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	05/24/2016		M		11,326	A	$ 3.85	109,806	D	
Common Stock	05/24/2016		S		173	D	$ 3.91	109,633	D	
Common Stock	05/24/2016		F		11,153 (1)	D	$ 3.91	98,480	D	
Common Stock	05/25/2016		A		6,314	A	$ 3.96	104,794	D	
Common Stock								9,100	I	By Custodian For Child

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

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 control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$ 3.85	05/24/2016		M			11,326 (2)	05/24/2007	05/24/2016	Common Stock	11,326	$ 3.85	0	D	
Stock Option (Right to Buy)	$ 3.96	05/25/2016		A		79,500 (3)		05/25/2017	05/25/2026	Common Stock	79,500	$ 3.96	79,500	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOONEY JAMES 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X			

Signatures

/s/Patrick L. Donnelly, attorney in fact	05/26/2016
	Date

Explanation of Responses:

(1) Represents the exercise price of the stock option referenced in Table II which was paid by way of the withholding by the Company of shares with a value equal to the exercise price.

(2) Options were expiring on 5/24/16.

(3) Options will vest as follows: 19,875 - 5/25/17; 19,875 - 5/25/18; 19,875 - 5/25/19 and 19,875 - 5/25/20.