FORM 4

☐ 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

(Print or Type Responses)

1. Name and Address of Reporting Person[*] BARRY THOMAS D	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) 08/05/2016	___ Director ___ 10% Owner X__ Officer (give title below) ___ Other (specify below) Senior VP & Controller
(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	08/05/2016		A		119,415 (1)	A	$ 0	279,985	D	
Common Stock	08/05/2016		F		17,265 (2)	D	$ 4.23	262,720	D	
Common Stock								13,997	I	By 401(k) Plan

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)	$ 4.24	08/05/2016		A		682,965 (3)		08/05/2017	08/05/2026	Common Stock	682,965	$ 4.24	682,965	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRY THOMAS D 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020			Senior VP & Controller	

Signatures

/s/ Thomas D. Barry	08/09/2016
[**]Signature of Reporting Person	Date

Explanation of Responses:

(1)   Restricted Stock Units will vest as follows: 39,805 - 8/5/17; 39,805 - 8/5/18 and 39,805 - 8/5/19.

(2)   Represents the surrender of common stock to the Company to cover withholding taxes upon the vesting of restricted stock units.

(3)   Options will vest as follows: 227,655 - 8/5/17; 227,655 - 8/5/18 and 227,655 - 8/5/19.