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

es)												
1. Name and Address of Reporting Person * HOLDEN JAMES P			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) 1290 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 08/31/2017					Office	er (give title belo	(wow)	Other (specify be	ow)
(Street) NEW YORK, NY 10104			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				
(State)	(Zip)	Ta	ble I -	Non-D	erivative	Securities	Acqui	ired, Disp	osed of, or l	Beneficially (Owned	
1.Title of Security (Instr. 3)		any	f Code (Instr. 8)		(A) or			Beneficially Owned Following Reported Transaction(s)		Following (s)	Ownership o Form:	'. Nature of Indirect Beneficial Ownership
		(World) Day Tear)		le V	/ Amou	(A) or (D)	Price	(IIIsu. 3 a	3 anu 4)		or Indirect (I)	Instr. 4)
	08/31/2017		A		283	<u>1)</u> A	\$ 0	170,556	,		D	
				the	ntained i form di Disposed	in this for splays a o	m are curre eficial	not requesting ntly valid	uired to res OMB con	spond unles	ss	474 (9-02)
Derivative Conversion Date		te, if Transaction Code (Instr. 8)	Numbe of Derivat Securiti Acquire (A) or Dispose of (D)	ive es ed ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amo Und Secu	ount of erlying urities	nnt of clying ities 3 and Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
							1	Amount				
	(Street) 10104 (State) separate line for 3. Transaction Date (Month/Day/Ye	of Reporting Person * 3 P (First) (Middle) F THE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 08/31/2017 separate line for each class of secur Table II - I (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. A. Deemed Execution Data any (Month/Day/Year)	2. Issuer Name a SIRIUS XM H (First) (Middle) 3. Date of Earliest 08/31/2017 (Street) 4. If Amendment, 10104 (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 08/31/2017 separate line for each class of securities beneficially over the company of the	2. Issuer Name and Tick SIRIUS XM HOLDI (First) (Middle) 3. Date of Earliest Transactor (Street) 4. If Amendment, Date Or (State) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) A. Separate line for each class of securities beneficially owned discovered by the company of the company (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, and (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Instruction Date) 4. Transaction Code of (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code of Derivat Securities (Month/Day/Year) 6. Transaction Date (Instruction Date, if any (Month/Day/Year) 6. Transaction Date (Month/Day/Year) 6. Derivat Securities Securities Securities Securities (Month/Day/Year) 6. Derivat Securities	2. Issuer Name and Ticker or T SIRIUS XM HOLDINGS (First) (Middle) 3. Date of Earliest Transaction (108/31/2017 (Street) 4. If Amendment, Date Original 10104 (State) (Zip) Table I - Non-D 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 8) 3. Transaction Date (Instr. 8) 4. Transaction Date (Instr. 8) 3. Transaction Date (Instr. 8) 4. Transaction Date (Instr. 8) 5. Number Code (Instr. 8) 6. Derivative Securities Acquired (A) or Disposed	2. Issuer Name and Ticker or Trading Sy SIRIUS XM HOLDINGS INC. [(Solution of the property of	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 08/31/2017 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 10104 (State) (Zip) Table I - Non-Derivative Securities Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D)	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) (State) (A) Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired (Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A 283 (1) A \$ 0 separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) A S. Transaction (A) or Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) A S. Deerivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) Undonth/Day/Year) (Month/Day/Year) A S. Deerivative Securities Acquired (A) or Disposed of (D) Disposed of (D)	Signature Sign	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) F THE AMERICAS (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code V Amount (D) Price 08/31/2017 A 283 (L) A \$ 0 170,556 Separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of indicontained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required to retthe form displays a currently valid OMB contained in this form are not required (A) or Disposed of (B) or Date Exercisable and Exercisable and Exercisable and Exercis	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 Securitie	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) (Street) (Check all applicable) (Check all

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
HOLDEN JAMES P 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	X					

Signatures

/s/Patrick L. Donnelly, attorney in fact	09/05/2017		
**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).
- On August 31, 2017, Sirius XM Holdings Inc. ("Sirius XM") paid a cash dividend of \$0.01 per share on each share of its outstanding common stock. The dividend was payable to all holders of Sirius XM's common stock on the record date, August 10, 2017. Pursuant to the terms of the agreement governing the outstanding restricted stock units held by the filer, the filer received certain additional restricted stock units as a result of this cash dividend. These restricted stock units are shown on page 1 of this Form 4. These additional units are subject to the same conditions regarding vesting and settlement as the underlying restricted stock units to which they relate.

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.