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

es)							-					
1. Name and Address of Reporting Person* Carleton Mark 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) X Director 10% Owner				
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 08/31/2017					Office	r (give title belo	ow)(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)	Та	ble I - N	on-Der	ivative S	Securities	Acqui	ired, Disp	osed of, or I	Beneficially (Owned	
1	Date	any	Code (Instr. 8)				of (D)	D) Beneficially Owned Following Reported Transaction(s)		Collowing (s)	Ownership o Form:	7. Nature of Indirect Beneficial Ownership
		(World) Day Tear)		. V	Amoun	(A) or (D)	Price	(msu. 3 a	c		or Indirect (I)	Instr. 4)
	08/31/2017		A		24 (1)	A	\$ 0	26,122			D	
				cont the f	ained in orm dis	n this for splays a c of, or Bene	m are curre eficial	not requesting ntly valid	uired to res	spond unle	ss	474 (9-02)
	Execution Da h/Day/Year) any	te, if Transaction Code (Instr. 8)	Number of Derivativ Securitie Acquired (A) or Disposed	and I (More	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)		Ownershi Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
			of (D) (Instr. 3, 4, and 5)					1.				
	(First) F THE AMER (Street) 10104 (State) separate line for 3. Transaction Date (Month/Day/You	(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) (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) 2A. Deemed Execution Date, if any (Month/Day/Year) 08/31/2017 separate line for each class of securities beneficially over the empty of the empty	2. Issuer Name and Ticke SIRIUS XM HOLDIN (First) (Middle) 3. Date of Earliest Transact 08/31/2017 (Street) 4. If Amendment, Date Ori 10104 (State) (Zip) Table I - N 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 3) Code (Instr. 3) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, or any (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Instr. 3) (Instr. 3) 3. Transaction Date (Instr. 3) 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Instr. 3) (Inst	2. Issuer Name and Ticker or Tra SIRIUS XM HOLDINGS IN (First) (Middle) 3. Date of Earliest Transaction (Mo 08/31/2017 (Street) 4. If Amendment, Date Original Fi 10104 (State) (Zip) Table I - Non-Der 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Code V 08/31/2017 A separate line for each class of securities beneficially owned directly or Pers cont the fee (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquired, Diceg., puts, calls, warrants, options. 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if Transaction (Month/Day/Year) Acquired (Month/Day/Year) Derivative Securities Acquired Securities Acquired Personal Code (Instr. 8)	2. Issuer Name and Ticker or Trading Systratus XM HOLDINGS INC. [(SCODE) SIRIUS XM H	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) F THE AMERICAS (Street) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. 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If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (A) Or Price Persons who respond to the collect ontained in this form are not required form displays a currently valid on the form displays a currently valid on the form displays a currently valid (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) A	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) (SIRIUS XM HOLDINGS INC. [(SIRI)] (Street) 3. Date of Earliest Transaction (Month/Day/Year) (Officer (give title bele bele bele bele bele bele bele b	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. 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	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Carleton Mark D 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.