FORM 4

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

OMB APPROVAL
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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)		ı												
Name and Address of Reporting Person* Altman Dara F			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year) 08/31/2017						X Officer (give title below) Other (specify below) EVP & Chief Admin. Officer				
(Street) NEW YORK, NY 10104			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					
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						uired, Disposed of, or Beneficially Owned				
(Instr. 3) Date		any		if Code (Instr. 8)		(A) or Disposed of (D)			Beneficially Owned Following Reported Transaction(s)			Ownership of Form:	Beneficial	
		(Month/Day/	y ear		e V	/ Amou	(A) or (D)	Price	(Instr. 3 a	or In (I)		or Indirect	Ownership (Instr. 4)	
	08/31/2017			A		214	<u>1)</u> A	\$ 0	119,423	3		D		
									54,351			I	By 401(k) Plan	
separate line to	Table II - 1	Derivative Se	curiti	ies Acqu	Per conthe	rsons wintained in form di	no respoi n this for splays a of, or Ben	m are curre	e not requ ntly valid	uired to res OMB con	spond unle	ess	C 1474 (9-02)	
ersion Date Execution Dercise (Month/Day/Year) any		4. Transac Code	5. Number of		6. and (M)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. T Ame Und Seco	ount of lerlying urities		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Securit Direct or India n(s) (I)	f Beneficial Ownersh (Instr. 4)	
									Amount					
	(First) F THE AME (Street) 10104 (State) separate line for Date (Month/Day/	(First) (Middle) F THE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 08/31/2017 Table II - 1 (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	2. Issuer Note SIRIUS X (First) (Middle) 3. Date of Ea (08/31/201) (Street) 4. If Amendate (State) (Zip) 2. Transaction Date (Month/Day/Year) 08/31/2017 2A. Deemed Execution D any (Month/Day/Year) 08/31/2017 Table II - Derivative Se (e.g., puts, call of the content of	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 2A. Deemed Execution Date, if any (Month/Day/Year) 08/31/2017 Table II - Derivative Securities beneficially on Date (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) 3. 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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 Disposed of (D) Date (e.g., puts, calls, warrants, options, convertible securities) S. Relation Direct (Instr. 3) S. Relation Direct (Instr. 3) S. Office (Instr	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) F THE AMERICAS 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. 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Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Altman Dara F 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			EVP & Chief Admin. Officer			

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.