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

(Print or Ty	pe Response	s)														
Name and Address of Reporting Person * Verbrugge Joseph A				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, Sales and Development					
(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							Acqui	lired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)		I	2. Transaction Date Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		f Co	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
						C	Code	V	Amoui	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common	ommon Stock 08/31/2017		08/31/2017				A		510 ^C	1) A	\$ 0	304,890			D	
Common Stock 08/31/2017		08/31/2017				F		10 (2)	D	\$ 5.7	304,880)4,880		D		
			Table II - I				cquire	ed, Dis	posed	of, or Ben	eficial	•		trol numbe	r.	
Security	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date ear) any	4. Transaction Code (Instr. 8)		5. Number		ions, convertible secur 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ti Amo Undo Secu	ttle and bunt of erlying urities r. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owners Form of Derivat Securit Direct of Or India	Beneficial Ownersh (Instr. 4) Beneficial Ownersh (Instr. 4)	
				Code	Code V	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares				
Repor	ting O	wners														

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Verbrugge Joseph A 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			EVP, Sales and Development				

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

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.