## FORM 4

# 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

ddress of Reporting P Arthur  (First)  IUE OF THE AM  (Street)	(Middle)	SIRIUS X							:	5. Relation						
IUE OF THE AM		3. Date of E			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				
(Street)	(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, Product and Operations						
(Street)			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						
K, NY 10104									-	Form file	d by More than	One Reporting P	erson			
(State)	(Zip)		Ta	ble I -	Non-	Derivativ	e Sec	curities A	Acqui	red, Dispo	osed of, or I	Beneficially C	wned			
1.Title of Security (Instr. 3)		*	f Code (Instr. 8)		4. Securities Acqu (A) or Disposed of (Instr. 3, 4 and 5)			f (D) Beneficia Reported				Ownership Form:	Beneficial			
		(Month/Day/Year)			de	V Amo		` /		(Instr. 3 ar	s and 4)		\ /	Ownership (Instr. 4)		
ock	08/31/2017			A		713	(1)	A !	\$ 0	291,889		]	D			
					uired	l, Dispose	d of,	or Bene	ficiall	•	OMB cont	rol number				
3 Transaction	,	<u> </u>							1	tle and	8 Price of	Number of	f 10	11. Natur		
Derivative Conversion Date		te, if Transac	Transaction Code (Instr. 8)  Mumber of Derivativ Securitie Acquirec (A) or Disposec of (D) (Instr. 3,		r (a (ive ies ed ed ed )	and Expiration Date (Month/Day/Year)			Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	of Indirec Beneficial Ownershi (Instr. 4)		
		Code	V	(A) (	F				Title	Amount or Number of Shares						
n E: ce	version xercise (Month/Day	Table II - I  version Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Table II - Derivative Society, puts, ca  Table II - Derivative Society, puts, ca  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Instr. 3)	Table II - Derivative Securities beneficially oversion pate (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities beneficially oversion (A. Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Table II - Derivative Securities Acques, puts, calls, warrants  Table II - Derivative Securities Acques, puts, calls, warrants  Table II - Derivative Securities Acques, puts, calls, warrants  3. 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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (A) or Date (Month/Day/Year)  [Number of Date (A) or Disposed of (D) (Instr. 3, 4, and 5)]  Date Exercisable Expiration Date (Instr. 3 and 4)  Title Amount or Number of Number of Date (Instr. 3, 4, and 5)  Date Exercisable Expiration Title or Number of Number of Number of Date (Instr. 3, 4, and 5)	(Month/Day/Year)  Code V Amount (A) or Price (Day Price	rt 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.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Instr. 3 and 4)  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.  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  4. S. O. Date Exercisable and Expiration Date (Month/Day/Year) Underlying Securities (Instr. 3 and 4)  8. Price of Derivative Securities (Instr. 3 and 4)  8. Price of Derivative Securities (Instr. 3 and 4)  8. 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	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Cady James Arthur 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			EVP, Product and Operations					

## **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.