

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

(Print or Type Responses)

1. Name and Address of Reporting Person* MEYER JAMES 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2017		
1290 AVENUE OF THE AMERICAS			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) NEW YORK, NY 10104					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2017		G(1)	V	535,500	D	\$ 0	3,377,085	D	
Common Stock	12/07/2017		G(2)	V	535,500	D	\$ 0	2,841,585	D	
Common Stock	12/12/2017		M		707,000	A	\$ 2.82	3,548,585	D	
Common Stock	12/12/2017		S		172,704	D	\$ 5.68 (3)	3,375,881	D	
Common Stock	12/12/2017		F		534,296	D	\$ 5.69 (4)	2,841,585	D	
Common Stock	12/07/2017		J(5)	V	535,500	A	\$ 0	535,500	I	By Crat
Common Stock	12/11/2017		S		535,500 (6)	D	\$ 5.643 (7)	0	I	By Crat
Common Stock								5,397	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 2.82	12/12/2017		M		707,000 (8)	01/23/2009	01/23/2018	Common Stock	707,000	\$ 2.82	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYER JAMES E 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	X		Chief Executive Officer	

Signatures

/s/ James E. Meyer	12/13/2017
**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).

- (1) On December 7, 2017, Mr. Meyer contributed 535,500 shares of Sirius XM Holdings Inc. (the "Company") common stock to The Nina and James Meyer Foundation.
On December 7, 2017, Mr. Meyer contributed 535,500 shares of Sirius XM Holdings Inc. (the "Company") common stock to a Charitable Remainder Annuity Trust (the "Trust") of which Mr.
- (2) Meyer is a trustee and of which he and his wife are beneficiaries. Mr. Meyer continues to report beneficial ownership of all of the Company's common stock held by the Trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) Represents the weighted average sales price for the price increments ranging from \$5.68 to \$5.6825. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) Represents the exercise price of the stock option referenced in Table II and associated taxes which was paid by way of the withholding by the Company of shares with a value equal to the exercise price and such taxes.
On December 7, 2017, Mr. Meyer contributed 535,500 shares of Sirius XM Holdings Inc. (the "Company") common stock to a Charitable Remainder Annuity Trust (the "Trust") of which Mr.
- (5) Meyer is a trustee and of which he and his wife are beneficiaries. Mr. Meyer continues to report beneficial ownership of all of the Company's common stock held by the Trust but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (6) On December 11, 2017, the Trust sold 535,500 shares of the Company's common stock.
- (7) Represents the weighted average sales price for the price increments ranging from \$5.62 to \$5.6650. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (8) Represents the exercise and sale of options expiring in January 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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