

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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 Type Responses)

1. Name and Address of Reporting Person BARRY THOMAS D		2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRD)]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Senior VP & Controller	
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS		3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018			
(Street) NEW YORK, NY 10104		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	
(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	02/01/2018		M		340,330	A	\$ 3.3699	551,815	D	
Common Stock	02/01/2018		A		238,815 (1)	A	\$ 0	790,630	D	
Common Stock	02/01/2018		M		108,580	A	\$ 3.61	899,210	D	
Common Stock	02/01/2018		A		57,285 (2)	A	\$ 0	956,495	D	
Common Stock	02/01/2018		S		175,777	D	\$ 6.1082 (3)	780,718	D	
Common Stock	02/01/2018		F		345,815	D	\$ 6.11 (4)	434,903	D	
Common Stock								14,168	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 6.11	02/01/2018		A		317,025 (5)		02/01/2019	02/01/2028	Common Stock	317,025	\$ 6.11	317,025	D	
Stock Option (Right to Buy)	\$ 3.3699	02/01/2018		M		340,330		08/05/2015	08/05/2024	Common Stock	340,330	\$ 3.3699	170,165	D	
Stock Option (Right to Buy)	\$ 3.61	02/01/2018		M		108,580		08/19/2014	08/18/2023	Common Stock	108,580	\$ 3.61	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BARRY THOMAS D 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			Senior VP & Controller	
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Signatures

/s/Patrick L. Donnelly, attorney in fact		02/05/2018
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) Represents shares of common stock underlying an August 5, 2016 grant of performance-based restricted stock units upon the satisfaction of the applicable performance criteria. Such performance-based restricted stock units shall vest on August 5, 2019, subject to the reporting person's continuing employment with Sirius XM.
- (2) Approximately one-third of restricted stock units will vest on each of 2/1/19, 2/1/20 and 2/1/21.
- (3) Represents the weighted average sales price for the price increments ranging from \$6.10 to \$6.12. 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.
- (5) Approximately one-third of options will vest on each of 2/1/19; 2/1/20 and 2/1/21.

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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