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

es)							1					
1. Name and Address of Reporting Person* Carleton Mark D			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director 10% Owner				
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2018					Office	r (give title belo	ow)(Other (specify be	ow)
(Street) NEW YORK, NY 10104			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				
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						Owned				
	2. Transaction Date (Month/Day/Year)	any	f Code (Instr. 8)				of (D)	Beneficially Owned Following Reported Transaction(s)		Following (s)	Ownership of B	. Nature of Indirect Beneficial Ownership
		(Wollin/Day/Tear)		e V	Amour	(A) or (D)	Price	(IIISII. 3 a	and 4)		or Indirect (I)	Instr. 4)
	02/28/2018		A		26 (1)	A	\$ 0	26,174			D	
				the fired, D	orm dis	splays a c	curre:	ntly valid				
Date (Month/Day/	te Execution Date onth/Day/Year) any	te, if Transaction Code (Instr. 8)	Number of Derivation Securities Acquired (A) or Disposed of (D) (Instr. 3,	and (Mo	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amo Und Secu	ount of erlying urities tr. 3 and	of ing security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
					,	Expiration		Amount or Number				
ı	(Street) 10104 (State) separate line for Date (Month/Day/	(First) (Middle) F THE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 02/28/2018 reparate line for each class of secure Table II - 1 (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	SIRIUS XM H (First) (Middle) 3. Date of Earliest 02/28/2018 (Street) 4. If Amendment, 10104 (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 02/28/2018 separate line for each class of securities beneficially over the end of	SIRIUS XM HOLDIN (First) (Middle) 3. Date of Earliest Transact 02/28/2018 (Street) 4. If Amendment, Date Ori 10104 (State) (Zip) Table I - N 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. Code any (Month/Day/Year)) Code (Instr. Code (Instr. State)) Table II - Derivative Securities Acquires (Month/Day/Year) 3. Transaction Date (G.g., puts, calls, warrants, and (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. State) (Instr. State) (Month/Day/Year) 4. Transaction Code (Instr. State) (Instr. State) (Month/Day/Year) (Instr. State) (Inst	SIRIUS XM HOLDINGS IN (First) (Middle) (Street) 3. Date of Earliest Transaction (Model) (2/28/2018 4. If Amendment, Date Original First (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) Code V 02/28/2018 A Separate line for each class of securities beneficially owned directly or the first control of the firs	SIRIUS XM HOLDINGS INC. [(Street)	SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2018 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 10104 (State) (Zip) Table I - Non-Derivative Securities 2. Transaction Date (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) 2. Transaction Date (A) or Disposed of (Instr. 8) (A) or Disposed of (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Transaction Date (Instr. 8) (Instr. 8) (A) or Disposed of (Instr. 8) (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8)	SIRIUS XM HOLDINGS INC. [(SIRI)]	SIRIUS XM HOLDINGS INC. [(SIRI)] SIRIUS XM HOLDINGS INC. [(SIRI)] X Direc Office Office	SIRIUS XM HOLDINGS INC. [(SIRI)] X_Director Officer (give title below 102/28/2018 X_Director Officer (give title below 102/28/2018 X_Director Officer (give title below 102/28/2018 X_Dometic (Chapter) X_Dometi	SIRIUS XM HOLDINGS INC. [(SIRI)] X_Director Officer (give title below) Code (Month/Day/Year) O2/28/2018 A 26 (1) A \$0 26,174	SIRIUS XM HOLDINGS INC. [(SIRI)] X

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Carleton Mark D 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	X					

Signatures

/s/Patrick L. Donnelly, attorney in fact	03/01/2018		
**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 February 28, 2018, Sirius XM Holdings Inc. ("Sirius XM") paid a cash dividend of \$0.011 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, February 7, 2018. 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.