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

pe Response	8)														
1. Name and Address of Reporting Person* BARRY THOMAS 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) Director 10% Owner				
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year) 02/28/2018							X Officer (give title below) Other (specify below) Senior VP & Controller				
(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				
")	(State)	(Zip)		Т	able l	- Nor	ı-Deri	vative S	Securities	Acqui	ired, Dispe	osed of, or I	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		if Code (Instr. 8)		(A) or Disposed or		of (D)	Beneficial Reported	ally Owned Following Transaction(s)		6. Ownership Form:	Beneficial	
			(Month/	Day/Yea		Code	V	Amoun	(A) or t (D)	Price	(Instr. 3 a	or II (I) (Ins		or Indirect	Ownership (Instr. 4)
Stock		02/28/2018				A		834 (1) A	\$ 0	435,737	7		D	
Stock											14,168			I	By 401(k) Plan
Report on a s	separate fine 10.	Table II - 1	Derivativ	e Securi	ties A	cquire	Perso conta the fo	ons whained in	o respor this for plays a	m are curre eficial	not requesting ntly valid	ired to res	spond unle	ss	1474 (9-02)
2.	3. Transaction		4.	, calls, w	5.	us, op					itle and	8. Price of	9. Number	of 10.	11. Natur
	rsion Date Exercise (Month/Day/Year) any (Month/Day/Year) (Month/Day/Year)	Execution Da Year) any	Date, if Transac Code		n Number of		and Expiration Date (Month/Day/Year)			Amo Und Secu	ount of erlying urities		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Securit Direct o or India n(s) (I)	hip of Indired Beneficia Ownersh (Instr. 4) D)
	d Address of THOMAS THOMAS ENUE OF ORK, NY Security Stock Report on a s Conversion of Exercise Price of Derivative	Address of Reporting Per THOMAS D (First) ENUE OF THE AME (Street) ORK, NY 10104 (State) Gecurity 2. Conversion or Exercise Price of Derivative	Address of Reporting Person THOMAS D (First) (Middle) (ENUE OF THE AMERICAS (Street) ORK, NY 10104 (State) (Zip) Gecurity 2. Transaction Date (Month/Day/Year) A Stock 02/28/2018 Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) Thomas D (Middle) (Zip) A Stock (Zip) A Stock (Zip) A Stock (Month/Day/Year) Table II - I (Month/Day/Year) A Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	2. Issus THOMAS D Or (First) (Middle)	2. Issuer Name SIRIUS XM F 3. Date of Earlies 02/28/2018 4. If Amendment ORK, NY 10104 Conversion or Exercise Price of Derivative 2. Issuer Name SIRIUS XM F SI	2. Issuer Name and T THOMAS D (First) (Middle) (Street) 3. Date of Earliest Tran (02/28/2018 (Street) 4. 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Keporung Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BARRY THOMAS D 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			Senior VP & Controller				

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.