FORM 4

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

OMB APPROVAL
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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

ddress of Reporting I Arthur (First) UE OF THE AM (Street) C, NY 10104 (State)	(Middle)	02/28/2018 4. If Amendment	IOLDIN t Transact	GS IN	VC. [(S	IRI)]		Directe	(Che or er (give title belo	ow)O	ble) 9% Owner ther (specify bel	ow)		
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X, NY 10104 (State)	(Zip)		Date Orig	ginal Fil		3. Date of Earliest Transaction (Month/Day/Year) 02/28/2018				X Officer (give title below) Other (specify below) EVP, Product and Operations				
(State)	(Zip)				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				
	(Zip)							Form file	d by More than	One Reporting Po	erson			
ity		T	able I - No	on-Deri	ivative S	Securities	Acqui	red, Dispo	sed of, or I	Beneficially C	wned			
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquire (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	D) Beneficially Owned I Reported Transaction		Following (s)	Ownership of orm:	eneficial		
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nversion Date	Execution Daniel Execut	te, if Transaction Code	Number of (Mc Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Expiration Date onth/Day/Year)		Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)		
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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	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.