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

OMB APPR	OVAL
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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 6			e :					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X. Director 10% Owner				
(First) F THE AMER	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2018		Office	er (give title belo	ow)(Other (specify be	ow)				
(Street) 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)	Та	ble I - N	lon-Dei	ivative S	Securities .	Acqui	ired, Disp	osed of, or l	Beneficially (Owned	
2A. Deemed 2. Transaction Date Execution Date, if (Month/Day/Year) any 3. Transaction 4. Securities Acquired (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5)			fired S. Amount of Securities Beneficially Owned Following Reported Transaction(s)			Ownership Form:	Beneficial					
		(Monul/Day/Year)		e V	Amour	(A) or (D)	Price	(Instr. 3 and 4)			or Indirect (I)	Ownership Instr. 4)
0	5/31/2018		A		23 (1)	A	\$ 0	26,197			D	
				the t	orm dis	splays a c	urrei eficial	ntly valid	OMB con			
le of 2. 3. Transaction Date Execution Date, if Transaction Code Of Derivative Security Security Security Salar Sa		6. D and (Mo	and Expiration Date (Month/Day/Year) A U. Se (Ii			ount of erlying urities tr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)		
								Amount				
	(Street) 10104 (State) 2. (State) 0 separate line for e	f Reporting Person * EDDY W (First) (Middle) F THE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 05/31/2018 separate line for each class of secur Table II - I (diameter) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	2. Issuer Name a SIRIUS XM H (First) (Middle) 3. Date of Earliest 05/31/2018 (Street) 4. If Amendment, 10104 (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 05/31/2018 separate line for each class of securities beneficially over the case of the	2. Issuer Name and Tick SIRIUS XM HOLDING (First) (Middle) SIRIUS XM HOLDING (Street) 3. Date of Earliest Transaction (Street) 4. If Amendment, Date Or 10104 (State) (Zip) Table I - No. 100 (Instr. Month/Day/Year) Code (Instr. Month/Day/Year) 2. Transaction Date (Month/Day/Year) A Separate line for each class of securities beneficially owned directly (e.g., puts, calls, warrants, any (Month/Day/Year) (Instr. 8) 3. Transaction Date (Month/Day/Year) A Securities described (Instr. 8) Derivation Code (I	2. Issuer Name and Ticker or Tra SIRIUS XM HOLDINGS IN (First) (Middle) 3. Date of Earliest Transaction (Most) (Street) 4. If Amendment, Date Original First (Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 3. Deemed Execution Date, if (Any) (Month/Day/Year) 2. Transaction Execution Date, if (Instr. 8) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) (Month/Day/Year) 3. Deemed Execution Date, if (Instr. 8) 5. (Acquired Objective Securities Acquired (A) or Disposed of (D)	2. Issuer Name and Ticker or Trading Sy SIRIUS XM HOLDINGS INC. [(S SIRIUS XM HOLDINGS INC. [(S OF THE AMERICAS OF THE AMERICA	Code V Amount (A) or (Both Holds) (A) or (Both Holds) (Both Holds)	Code V Amount Code V Amount Code Contained in this form are the form displays a curre	Separate line for each class of securities beneficially owned directly or indirectly. Separate line for each class of securities beneficially owned directly or indirectly.	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (Chrest) (First) (Middle) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. S. Gurities Acquired (A) or Disposed of (D) Disposed o	Separate line for each class of securities beneficially owned directly or indirectly. Separate line for each class of securities beneficially owned directly or indirectly. Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities (Instr. 3 and 4) Securities (Instr. 4) Securities (Instr. 5) Sec	Signature Code Co

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
HARTENSTEIN EDDY W 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	X						

Signatures

/s/Patrick L. Donnelly, attorney in fact	06/01/2018
**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 May 31, 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, May 10, 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 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.