### 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

ses)															
1. Name and Address of Reporting Person * DONNELLY PATRICK L			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 (Street) NEW YORK, NY 10104		Date of Earliest Transaction (Month/Day/Year)     08/31/2018      High Amendment, Date Original Filed(Month/Day/Year)							X Officer (give title below) Other (specify below) EVP, General Counsel & Sec.						
								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)		Ta	ble I -	Non-	-Deri	vative S	Securities	Acqui	ired, Dispo	osed of, or I	Beneficially	Owned		
1.Title of Security (Instr. 3)		Execution Date, if any	f Code (Instr. 8)					of (D)	D) Beneficially Owned For Reported Transaction(s		ollowing O (s) Fe	Form:	7. Nature of Indirect Beneficial Ownership		
		(Month/Day/Year)			de	V	Amoun	(A) or (D)	Price	(Instr. 3 a	and 4)			(Instr. 4)	
	08/31/2018			A			344 (1	) A	\$ 0	228,549			D		
										18,436			I	By 401(k) Plan	
i separate illie it	Table II - 1	Derivative Se	curiti	ies Acq	uire	Personta conta the fo	ons whained in orm dis	o respor this for plays a o	m are curre eficial	not requesting ntly valid	uired to res OMB cont	spond unle	ess	2 1474 (9-02)	
3. Transactio		4.								itle and	8. Price of	9. Number	of 10.	11. Natu	
Date Exercise (Month/Day/Year) Execution Date	te, if Transaction Code Year) (Instr. 8)				and Expiration Date (Month/Day/Year)		Und Secu	erlying urities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Form of Derivation Security Direct or India.	f Beneficial Ownersh (Instr. 4)			
				.,	_										
2	of Reporting Pe TRICK L  (First) OF THE AME (Street) (7 10104 (State)  a separate line for Date (Month/Day/	of Reporting Person* TRICK L  (First) (Middle)  OF THE AMERICAS  (Street)  7 10104  (State) (Zip)  2. Transaction Date (Month/Day/Year)  08/31/2018  Table II - 1  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	TRICK L  (First) (Middle) DF THE AMERICAS (Street)  2. Issuer N SIRIUS X 3. Date of E 08/31/201  4. If Amenda (State)  (Zip)  2. Transaction Date (Month/Day/Year)  08/31/2018   Table II - Derivative Se (e.g., puts, cal any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	TRICK L  (First) (Middle) (Street)  (Street)  2. Issuer Name a SIRIUS XM H  3. Date of Earliest 08/31/2018  4. If Amendment,  (State)  2. Transaction Date (Month/Day/Year)  08/31/2018   Table II - Derivative Securities beneficially on the component of the compo	Table II - Derivative Securities Acquee, puts, calls, warrants  Table II - Derivative Securities Acquee, puts, calls, warrants  Table II - Derivative Securities Acquee, puts, calls, warrants  3. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquee (e.g., puts, calls, warrants and Ticl SIRIUS XM HOLDI  3. Date of Earliest Transa 08/31/2018  4. If Amendment, Date O  Table II - Derivative Securities Acquee (e.g., puts, calls, warrants and Ticl SIRIUS XM HOLDI  3. Date of Earliest Transa 08/31/2018  4. If Amendment, Date O  Code (Instr. 8)  Table II - Derivative Securities Acquee (e.g., puts, calls, warrants and Ticl SIRIUS XM HOLDI  3. Date of Earliest Transa 08/31/2018  4. If Amendment, Date O  Code (Instr. 8)  Transaction Date (e.g., puts, calls, warrants and Ticl SIRIUS XM HOLDI  3. Date of Earliest Transa 08/31/2018  4. 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Transaction Date (Instr. 8)  (Month/Day/Year) Code  08/31/2018 A  Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, opton Date (Month/Day/Year)  (Month/Day/Year) Securities (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, opton Date (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year) (Instr. 8)  3. Transaction Date (A.) or Disposed	2. Issuer Name and Ticker or Traction (Middle) (Street) 3. Date of Earliest Transaction (Mook/31/2018  (Street) 4. If Amendment, Date Original File (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8)  Table II - Derivative Securities Acquired, Discovery (e.g., puts, calls, warrants, options, and Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) Derivative Securities Acquired (Month/Day/Year) 3. 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Date of Earliest Transaction (Month/Day/Year) 08/31/2018  4. If Amendment, Date Original Filed(Month/Day/Year)  7 10104  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code  V Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (D) Price  Persons who respond to contained in this form are the form displays a curre the form displays a curre (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. S. Code V Amount (D) Price  Persons who respond to contained in this form are the form displays a curre (G.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  (Instr. 8)  Code (Month/Day/Year)  4. S. Code (Month/Day/Year)  Persons who respond to contained in this form are the form displays a curre (G.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  (Instr. 8)  Persons who respond to contained in this form are the form displays a curre (G.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  (Instr. 8)  Persons who respond to contained in this form are the form displays a curre (G.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  (Instr. 8)  Persons who respond to contained in this form are the form displays a curre (G.g., puts, calls, warrants, options, convertible securities)  (Instr. 8)  Persons who respond to contained in this form are the form displays a curre (G.g., puts, calls, warrants, options, convertible securities)  (Instr. 8)  Persons who respond to c	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]   Direct XOffice	Separate line for each class of securities beneficially owned directly or indirectly.   Securities	Size   Size	Size   Check all applicable   Director   Check all applicable   Director   Check all applicable   Director   Other (specific persons)   Other (specific pe	

# Reporting Owners

	Relationships					
Reporting Owner Name / Address		10% Owner	Officer	Other		
DONNELLY PATRICK L						
1290 AVENUE OF THE AMERICAS			EVP, General Counsel & Sec.			
NEW YORK, NY 10104						

## **Signatures**

/s/ Patrick L Donnelly	09/04/2018		
**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 August 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, August 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.