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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response...

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)		ı											1	
1. Name and Address of Reporting Person* COOK STEPHEN				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) 11/30/2018						X Officer (give title below) Other (specify below) EVP, Sales and Automotive				
(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					
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned				
(Instr. 3) Dat		Execution Date, if any	,	Code (Instr. 8)				of (D)	D) Beneficially Owned I Reported Transaction		Following (s)	Form:	7. Nature of Indirect Beneficial	
		(Month/Day/Y	ear)	Code	V	Amoun	(A) or (D)	Price	(Instr. 3 a	or India (I)		or Indirec	Ownership (Instr. 4)	
	11/30/2018			A		327 <u>(1</u>) A	\$ 0	1,138,88	83		D		
									11,033			I	By 401(k) Plan	
separate line for	Table II - l	Derivative Secu	ıritie	es Acquire	Pers cont the f	ons wh ained in orm dis	o respon this for splays a co	m are curre	not requesting ntly valid	uired to res	spond unle	ess	C 1474 (9-02)	
3. Transaction	3A. Deemed	4.							itle and	8. Price of	9. Number	of 10.	11. Natu	
Date	Execution Da any	te, if Transaction	on No II S	Number of Derivative Securities Acquired	and Expiration Date (Month/Day/Year)		Amo Und Secu	ount of erlying urities	Derivative Security (Instr. 5)		Owner Form of Deriva Securi Direct or Indi	ship of Indire Benefici Ownersh (Instr. 4)		
			4	, and 3)										
	(First) F THE AMER (Street) 10104 (State) separate line for 3. Transaction Date (Month/Day/Y	(First) (Middle) F THE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 11/30/2018 separate line for each class of secur Table II - I ((Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	SIRIUS XM (First) (Middle) 3. Date of Earl 11/30/2018 (Street) 4. If Amendment 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, call any (Month/Day/Year) (Instr. 8)	SIRIUS XM HO (First) (Middle) F THE AMERICAS (Street) (Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 11/30/2018 2. Transaction Date (Eg., puts, calls, war and month) 3. Transaction Date (e.g., puts, calls, war and month) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8)	SIRIUS XM HOLDING (First) (Middle) F THE AMERICAS (Street) 3. Date of Earliest Transaction 11/30/2018 4. If Amendment, Date Origin 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open and call (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A Deemed Execution Date, if any (e.g., puts, calls, warrants, open conditions of code (Instr. 8) Derivative Securities Acquired (A) or	SIRIUS XM HOLDINGS IN (First) (Middle) F THE AMERICAS (Street) 4. If Amendment, Date Original Fi 10104 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Separate line for each class of securities beneficially owned directly or integration and the filter of	SIRIUS XM HOLDINGS INC. [(S (First) (Middle) F THE AMERICAS (Street) 4. If Amendment, Date Original Filed(Month (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any contained in the form dis Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversed (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. 5. Code (Month/Day/Year) A Derivative Securities Acquired (Month/Day/Year) A Derivative Securities Acquired (A) or	SIRIUS XM HOLDINGS INC. [(SIRI)] (First)	SIRIUS XM HOLDINGS INC. [(SIRI)]	SIRIUS XM HOLDINGS INC. [(SIRI)] Direct (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2018	SIRIUS XM HOLDINGS INC. [(SIRI)] Director	SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) F THE AMERICAS (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4)	SIRIUS XM HOLDINGS INC. [(SIRI)] Director Check all applicable Director 10% Owner 10% Owner 11/30/2018 Street) A. If Amendment, Date Original Filed(Month/Day/Year) A. If Amendment, Date Original Filed(Month/Day/Year) A. If Amendment, Date Original Filed(Month/Day/Year) Code V Amount (D) Price Code V Amo	

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
COOK STEPHEN 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			EVP, Sales and Automotive			

Signatures

/s/Patrick L. Donnelly, attorney in fact	12/03/2018		
**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 November 30, 2018, Sirius XM Holdings Inc. ("Sirius XM") paid a cash dividend of \$0.0121 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, November 9, 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.