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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

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|                                                     | Y 10104 (State)  n a separate line for the state of the s | Y 10104  (State)  (Zip)  2. Transaction Date (Month/Day/Year)  11/30/2018  11/30/2018  Table II - I  (Garage of the control of | Table II - Derivative Securities beneficially over the control of | Y 10104  (State) (Zip) Table I - N  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, code (Instr. 8)  Table II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, code (Instr. 8)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, code (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year) | Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date | Y 10104  (State) (Zip) Table I - Non-Derivative State (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  Code V Amount Amount Code (Instr. 3)  Code V Amount Code (A) or I (Instr. 3)  A 62 (1)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converting any (Month/Day/Year)  (Instr. 8)  Persons where Code (A) or I (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  [Instr. 3]  [Instr. 4]  Date Derivative Securities Acquired, Disposed of (D) (Instr. 3)  [Instr. 3]  [Instr. 3]  [Instr. 4]  [Instr. 4]  [Instr. 4]  [Instr. 5]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 7]  [Instr. 7]  [Instr. 3]  [Instr. 4]  [Instr. 4]  [Instr. 4]  [Instr. 4]  [Instr. 5]  [Instr. 6]  [Instr. 7]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 7]  [Instr. 6]  [Instr. 6]  [Instr. 8]  [Instr. 6]  [Instr. 8]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 6]  [Instr. 7]  [Instr. 6]  [Instr. 8]  [Instr. 8] | Y 10104  (State) (Zip) Table I - Non-Derivative Securities  2.A. Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year)  2.A. Deemed Execution Date, if (Instr. 8) (Instr. 3, 4 and 5)  Code V Amount (A) or (D)  A 62 (1) A  Table II - Derivative Securities Acquired, Disposed of, or Bencison Date (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Bencison Date (Month/Day/Year)  S. Transaction Date (Instr. 8) (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Bencison Date (Instr. 8)  (Month/Day/Year) (Instr. 8)  Date Exercisable and Expiration Date (Month/Day/Year)  (Instr. 3, 4, and 5)  Date Exercisable (Month/Day/Year) | Y 10104  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Persons who respond to contained in this form are the form displays a curre (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Instr. 8)  Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year) (Instr. 8)  Date Expiration Date (Instr. 3, 4, and 5)  Date Expiration Title Expiration Title (Instr. 3, 4, and 5) | Y 10104  (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Yea | Y 10104   State   Cip   Table I - Non-Derivative Securities Acquired, Disposed of, or I      | Y 10104   Can   Table I - Non-Derivative Securities Acquired, Date   Date   Execution Date, in the form displays a currently valid   Code   (A) or Date   Code   (Bustr. 8)   Code   (Code   Code   Code | Y   10104                                          |  |

|                                                                   | Relationships |              |         |       |  |
|-------------------------------------------------------------------|---------------|--------------|---------|-------|--|
| Reporting Owner Name / Address                                    | Director      | 10%<br>Owner | Officer | Other |  |
| VOGEL CARL E<br>1290 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10104 | X             |              |         |       |  |

# **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.