

FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person COOK STEPHEN <small>(Last) (First) (Middle)</small> 1290 AVENUE OF THE AMERICAS <small>(Street)</small> NEW YORK, NY 10104 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRD)] 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019 4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, Sales and Automotive 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2019		A		94,065 <u>(1)</u>	A	\$ 0	1,445,007	D	
Common Stock	02/01/2019		F		14,388 <u>(2)</u>	D	\$ 5.83	1,430,619	D	
Common Stock	02/05/2019		M		100,000	A	\$ 1.64	1,530,619	D	
Common Stock	02/05/2019		M		50,000	A	\$ 2.48	1,580,619	D	
Common Stock	02/05/2019		F		30,094	D	\$ 6.1 <u>(3)</u>	1,550,525	D	
Common Stock	02/05/2019		S		56,118	D	\$ 6.1323 <u>(4)</u>	1,494,407	D	
Common Stock	02/05/2019		F		63,788	D	\$ 6.15 <u>(3)</u>	1,430,619	D	
Common Stock								11,055	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 5.98	02/01/2019		A		461,670 <u>(5)</u>		02/01/2020	02/01/2029	Common Stock	461,670	\$ 5.98	461,670	D	
Stock Option (Right to Buy)	\$ 2.48	02/05/2019		M		50,000		08/14/2013	08/14/2022	Common Stock	50,000	\$ 2.48	800,000	D	
Stock Option (Right to Buy)	\$ 1.64	02/05/2019		M		100,000		08/23/2012	08/23/2021	Common Stock	100,000	\$ 1.64	0	D	

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 <small>**Signature of Reporting Person</small>		02/05/2019 <small>Date</small>
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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).
- (1) Approximately one-third of restricted stock units will vest on each of 2/1/20; 2/1/21 and 2/1/22.
- (2) Represents the surrender of common stock to the Company to cover withholding taxes upon the vesting of restricted stock units.
- (3) Represents the exercise price of the stock option referenced in Table II and associated taxes which was paid by way of the withholding by the Company of shares with a value equal to the exercise price and such taxes.
- (4) Represents the weighted average sales price for the price increments ranging from \$6.10 to \$6.15. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) Approximately one-third of options will vest on each of 2/1/20; 2/1/21 and 2/1/22.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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