### 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

pe Response	s)														
1. Name and Address of Reporting Person * BARRY THOMAS D				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) 02/28/2019							X Officer (give title below) Other (specify below) Senior VP & Controller				
(Street) NEW YORK, NY 10104				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						Acqui	uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		, if Code (Instr. 8)		(A) or Disposed of		of (D)	Beneficial Reported	lly Owned Following Transaction(s)		6. Ownership Form:	Beneficial	
			(Month/L	ay/Yea		Code	V	Amoun	(A) or (D)	Price	(Instr. 3 a	or (I) (In			Ownership (Instr. 4)
Stock		02/28/2019				A		827 (1	) A	\$ 0	404,447	7		D	
Common Stock										14,266		I	I	By 401(k) Plan	
Report on a s	separate fine to	Table II - 1	Derivative	Securit	ties A	cquire	Perso conta the fo	ons whained ir	o respor this for plays a o	m are curre eficial	not requesting ntly valid	ired to res	spond unle	ess	C 1474 (9-02)
2.	3. Transaction		4.	cans, w		ıs, op	·				itle and	8. Price of	9. Number	of 10.	11. Natu
	onversion Date Exercise (Month/Day/Year) any (Montrivative	Execution Da Year) any	te, if Transaction Code ('ear) (Instr. 8)				and Expiration Date (Month/Day/Year)			Amo Und Secu	ount of erlying urities		Derivative Securities Beneficially Owned Following Reported	Owner Form of Deriva Securin Direct or Indi	ship of Indire Benefici Ownersh (Instr. 4)
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	DRK, NY  Security  2. Conversion or Exercise Price of Derivative	And Address of Reporting Per THOMAS D  (First) (ENUE OF THE AME (Street)  ORK, NY 10104  (State)  Gecurity  2. Conversion or Exercise Price of Derivative	THOMAS D  (First) (Middle)  ENUE OF THE AMERICAS  (Street)  ORK, NY 10104  (State) (Zip)  Gecurity 2. Transaction Date (Month/Day/Year)  A Stock 02/28/2019  Table II - I  Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	THOMAS D  OF THE AMERICAS  OSTRIUS  ON (First) (Middle)  ON (Street)  ON (Street)  ON (Street)  ON (State)  ON (Month/Day/Year)  ON (Month/Day/Year)	2. Issuer Name and Address of Reporting Person*  THOMAS D  (First) (Middle) 3. Date of Earlies 02/28/2019  (Street) 4. If Amendment, 1. ORK, NY 10104  (State) (Zip) T  (Security 2. Transaction Date (Month/Day/Year) 2. Table II - Derivative Securities beneficially of Execution Date, if Date (Month/Day/Year) 3. Deemed Execution Date, if Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if Transaction Code (Instr. 8)	2. Issuer Name and T SIRIUS XM HOLI SIRIUS XM HOLI 3. Date of Earliest Tran 02/28/2019  (Street)  4. If Amendment, Date  ORK, NY 10104  (State)  2. Transaction Date (Month/Day/Year)  A Stock  Report on a separate line for each class of securities beneficially owned  Table II - Derivative Securities A (e.g., puts, calls, warran (e.g., puts, calls, warran (Month/Day/Year)  Table II - Derivative Securities A (e.g., puts, calls, warran (Month/Day/Year)  A Date (Month/Day/Year)  Security  A Deemed Execution Date, if Conversion or Exercise Price of Derivative Securities A (Month/Day/Year)  A Date (Month/Day/Year)  A Deemed Execution Date, if Transaction Securities A (e.g., puts, calls, warran (Month/Day/Year)  (Month/Day/Year)  A Deemed Execution Date, if Transaction Securities A (e.g., puts, calls, warran (A) Code (Instr. 8)  Derivative Security  (Month/Day/Year)	and Address of Reporting Person*  THOMAS D  2. Issuer Name and Ticker of SIRIUS XM HOLDING 3. Date of Earliest Transaction 02/28/2019  (Street)  4. If Amendment, Date Origin (Instr. 8)  ORK, NY 10104  2. Transaction Date (Month/Day/Year)  Security  2. Transaction Date (Month/Day/Year)  A Stock  O2/28/2019  A Deemed Execution Date, if any (Month/Day/Year)  Code  1. Stock  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Derivative Security (Month/Day/Year)  Table II - Derivative Securities Deemed Execution Date, if any (Month/Day/Year)  Code  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Derivative Securities Acquire (Month/Day/Year)  (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  Code  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Derivative Securities Acquire (Month/Day/Year)  (Month/Day/Year)	2. Issuer Name and Ticker or Traction (Moddle) (First) (Middle) (Street) 3. Date of Earliest Transaction (Moddle) (Street) 4. If Amendment, Date Original File (Month/Day/Year) (State) 2A. Deemed Execution Date, if (Month/Day/Year) (Instr. 8) (Code Van Stock (228/2019) A (Stock (238/2019) A (Stock (248/2019) A (Stock (258/2019) A (Stock (258/201	Ad Address of Reporting Person*  THOMAS D  Code  Code  Code  Code  Conversion  or Exercise Price of Derivative Security  Ad Address of Reporting Person*  In Stock  Conversion  or Exercise Price of Derivative Security  Ad Address of Reporting Person*  Code Conversion  Or Exercise Conversion  Or	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]  3. Date of Earliest Transaction (Month/Day/Year)  ORK, NY 10104  ORK, NY 10104  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  ORK, NY 10104  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  ORK, NY 10104  Code (Instr. 8)  ORK, NY 10104  3. Transaction Date (Month/Day/Year)  A Securities Acquired, (A) or Disposed of (Instr. 3, 4 and 5)  ORK (Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  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Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]  (Street)  (Instr. 3)  (Instr.	Address of Reporting Person - SIRIUS XM HOLDINGS INC. [(SIRD)]  (First) (Middle) (Obligation of Person - SIRIUS XM HOLDINGS INC. [(SIRD)]  (Street) (Street) (Siret) (All Address of Reporting Person Oble (peech)  (Street) (Siret) (All Address of Reporting Person Oble (peech)  (Street) (Siret) (All Address of Reporting Person Oble (peech)  (Street) (Siret) (All Address of Reporting Person Oble (peech)  (Street) (All Address of Reporting Person Oble (peech)  (All Address of Reporting Person Oble (peech)  (All Address of Reporting Person

# Keporung Owners

٠		Relationships						
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
	BARRY THOMAS D 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			Senior VP & Controller				

## **Signatures**

/s/Patrick L. Donnelly, attorney in fact	03/01/2019
**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 February 28, 2019, 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, February 11, 2019. 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.