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

es)												
1. Name and Address of Reporting Person* Carleton Mark 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) _X_Director 10% Owner				
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2019					Office	er (give title belo	ow)(Other (specify be	low)
(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				
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	Date	r) any	f Code (Instr. 8)				f(D)	D) Beneficially Owned Following Reported Transaction(s)		Following (s)	Ownership or Form:	'. Nature of Indirect Beneficial Ownership
		(World) Day Tear)		V	Amoun	(A) or (D)	Price	(IIISII. 3 a	and 4)		or Indirect (I)	(Instr. 4)
	02/28/2019		A		64 (1)	A	\$ 0	48,511			D	
				the f	orm dis	splays a c	curre:	ntly valid	OMB con			
	Execution Date th/Day/Year) any	te, if Transaction Code (Instr. 8)	Number of Derivativ Securities Acquired (A) or	and I (Mor	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amo Und Secu	ount of erlying urities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
			4, and 5)		1			Amount				
	(Street) Separate line for Date (Month/Day/Y	(First) (Middle) F THE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 02/28/2019 separate line for each class of secur Table II - I (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Cemed Execution Date (Month/Day/Year)	2. Issuer Name a SIRIUS XM H (First) (Middle) 3. Date of Earliest 02/28/2019 (Street) 4. If Amendment, 10104 (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 2. Tansaction Date (Month/Day/Year) 02/28/2019 separate line for each class of securities beneficially over the company of the company	2. Issuer Name and Ticke SIRIUS XM HOLDIN (First) (Middle) 3. Date of Earliest Transact 02/28/2019 (Street) 4. If Amendment, Date Original Indiana (State) (Zip) Table I - No. 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3B. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4C. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4C. Transaction Date (Month/Day/Year) (Month/Day/Year) 4C. Transaction Date (Instr. 8) 5C. Number Code of (Instr. 8) 4C. Transaction Date (Instr. 8) 4C. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) 5C. Number Code (Instr. 8) 6C. Number	2. Issuer Name and Ticker or Tra SIRIUS XM HOLDINGS IN (First) (Middle) 3. Date of Earliest Transaction (Mo 02/28/2019 (Street) 4. If Amendment, Date Original Fi 10104 (State) (Zip) Table I - Non-Der 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Pers cont the f Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options, any (Month/Day/Year) 3A. Deemed Execution Date, if Transaction Code (Instr. 8) Pers cont (Month/Day/Year) 4. Transaction Code (Instr. 8) Pers cont (Month/Day/Year) 6. Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options, any (Month/Day/Year) 6. Derivative Securities Acquired Date (Month/Day/Year) 6. Derivative Securities Acquired (Instr. 8) Derivative Securities Acquired Date (Month/Day/Year) 6. Derivative Securities Acquired Date (Month/Day/Year) 6. Derivative Securities Acquired Date (Month/Day/Year) 6. Derivative Securities Acquired Derivative Securities Acquired Derivative Securities Acquired Derivative Securities Acquired	2. Issuer Name and Ticker or Trading Systrius XM HOLDINGS INC. [(Solution of Single Si	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. A. Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) Code V Amount (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5) (A) or Oisposed of (Instr. 8) (A) or Oisposed of (Instr. 8) Persons who response on the form displays a contained in this form the form	Code V Amount Amount	Signature Sign	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) F THE AMERICAS (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) 4. So deficially Owned (Month/Day/Year) A deficially Owned (Month/Day/Year) A so deficially Owned (M	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] X_ Director Officer (give title below) Check all applic X_ Director Officer (give title below) Check all	Single S

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Carleton Mark D 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	X					

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.