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

| Reporting Per D (First) THE AME. (Street) 0104 (State) | (Middle) | 3. Date 05/31 4. If A | eemed tion Date, i | Date of able I | DING saction Origin | S IN 1 (Mon | IC. [(SInth/Day/ | RI)] Year) Day/Year) | | Directo X Office 6. Individu X Form file | (Che or r (give title belo Senio all or Joint/O d by One Repo | or VP & Cor Group Filing orting Person | able) 10% Owner Other (specify ttroller Check Applica | below) | | | |
|---|---|--|--|---|---|--|--|--|--|--|--|--|--|--|--|--|--|
| THE AME. (Street) 0104 | (Zip) 2. Transaction Date | 05/31 4. If A 2A. De Executany | Transport of the control of the cont | Date (| Origin | al File | ed(Month/ | Day/Year) | | 6. Individu X_ Form file | Senional or Joint/Ord by One Repo | or VP & Cor Group Filing orting Person | troller Check Applica | | | | |
| 0104 | 2. Transaction Date | 2A. De Executany | Ta eemed ition Date, it | able I | - Non- | | ` | | | _X_ Form file | d by One Repo | rting Person | • • • | ble Line) | | | |
| | 2. Transaction Date | Execut | eemed tion Date, i | 3. T | | -Deri | vative S | | | | | | | Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | Date | Execut | tion Date, i | | ransac | | | ecurities A | Acqui | red, Dispo | sed of, or E | Beneficially | Owned | | | | |
| | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. 8) | | (A) or Disposed of (Instr. 3, 4 and 5) | | f (D) | Beneficial | ly Owned F Fransaction(| Owned Following ansaction(s) | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | C | ode | V | Amount | (A) or (D) | Price | | or In | | or Indirect (I) (Instr. 4) | (Instr. 4) | | | |
| | 05/31/2019 | | | , | A | | 832 (1) | A ! | \$ 0 | 405,279 | | | D | | | | |
| | | | | | | | | | | 14,294 | | | I | By 401(k) Plan | | | |
| eparace line 101 | Table II - 1 | Derivat | tive Securit | ies Ac | quire | Personta conta the fo | ons who nined in orm dis | o respon this forr plays a c | n are urrer ficiall | not requ ntly valid | ired to res | pond unle | ss | 1474 (9-02) | | | |
| 3. Transaction Date (Month/Day/Y | 3A. Deemed Execution Da Year) any | te, if T | I. Transaction Code | 5. Numb of Deriv Secur Acqui (A) or Dispo of (D) (Instr. | per ative ities ared sed 3, 5) | 6. Da and E (Mon | te Exerc Expiration th/Day/Y | sable 1 Date Vear) | 7. Ti Amo Undo Secu (Inst 4) | Amount or | | Derivative Securities Beneficially Owned Following Reported | Owners Form o Derivat Security Direct (or Indir | Beneficia Ownershi (Instr. 4) | | | |
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| ٠ | | Relationships | | | | | | |
|---|--------------------------------|---------------|--------------|------------------------|-------|--|--|--|
| | Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| ľ | BARRY THOMAS D | | | | | | | |
| | 1290 AVENUE OF THE AMERICAS | | | Senior VP & Controller | | | | |
| | NEW YORK, NY 10104 | | | | | | | |

Signatures

| /s/Patrick L. Donnelly, attorney in fact | 06/03/2019 | | |
|--|------------|--|--|
| **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 May 31, 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, May 10, 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.

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