## 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

(First) (Middle) (FHE AMERICAS (Street)  1104 (State) (Zip)  2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if	OLDING Transaction Date Orig  ble I - No  3. Transaction	GS IN on (Mo inal Fil	NC. [(S) onth/Day	[RI)] /Year) /Day/Year)		X Direct Office  6. Individu _X_ Form file	(Che or regive title below that or Joint/Oed by One Repo	Group Filing(orting Person	able) 0% Owner Other (specify be	,
(Street)  2104 (State) (Zip)  2. Transaction Date	05/31/2019 4. If Amendment,  Ta  2A. Deemed Execution Date, if	Date Orig	inal Fil n-Deri	led(Month	Day/Year)		6. Individu _X_ Form file	ual or Joint/C	Group Filing(o	Check Applicable	,
(State) (Zip)  2. Transaction Date	Ta  2A. Deemed Execution Date, if	ble I - No	n-Deri	·			_X_ Form file	ed by One Repo	rting Person	**	e Line)
2. Transaction Date	2A. Deemed Execution Date, if	3. Trans		ivative S			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
Date	Execution Date, if				ecurities A	Acqui	red, Dispo	sed of, or I	Beneficially (	Owned	
	(Month/Day/Year)	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		f(D)	d 5. Amount of Securities D) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ollowing (s)	Ownership o Form:	7. Nature of Indirect Beneficial Ownership
	(Wolldi/Day/Teal)	Code	V	Amoun	(A) or (D)	Price	(msu. 3 a	5 anu 4)		\ /	(Instr. 4)
05/31/2019		A		65 (1)	A	\$ 0	48,576			D	
			the fo	orm dis sposed o	plays a c f, or Bene	urrer ficiall	ntly valid				
title of vative Conversion varity or Exercise (Month/Day/Year) Price of Derivative Security  3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)  3. Deemed Execution Date, if any (Month/Day/Year) of Code (Instr. 8)  4. Transaction Number of Code (Instr. 8)  Derivative Security (A) or Dispose of (D) (Instr. 3)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	and Expiration Date (Month/Day/Year)  A U So (I 4)			Amount of Underlying Securities (Instr. 3 and 4)		Derivative D Security S (Instr. 5) B O Fe R T	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
	Code V	(A) (D)				Title	or				
. T	Table II -  Fransaction 3A. Deemed Execution Desorth/Day/Year) any	Table II - Derivative Securiti (e.g., puts, calls, wa  Fransaction any (Month/Day/Year)  Table II - Derivative Securiti (e.g., puts, calls, wa  4.  Transaction Code (Instr. 8)	Table II - Derivative Securities Acquir (e.g., puts, calls, warrants, of the execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 3, 4, and 5)	Table II - Derivative Securities Acquired, Diverge, puts, calls, warrants, options, and Ite onth/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exer	Table II - Derivative Securities Acquired, Disposed of (Do (Month/Day/Year))  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (Do (Instr. 3, 4, and 5))  Date Exercisable II - Derivative Securities Acquired (A) or Disposed of (Do (Instr. 3, 4, and 5))	Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible securities onth/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  Code (Instr. 8)  Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date Expiration Date (Exercisable Date Expiration Date (D) (Instr. 3, 4, and 5)	Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  Transaction te	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Transaction te Code (Instr. 8)  I Transaction any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Transaction te Date (Instr. 8)  Date Expiration Date (Instr. 3 and 4)  Date Expiration Date (Instr. 3 amount of Number of Date (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date (Instr. 3 amount of Number of Number of Date (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Title Amount or Number of Numbe	Persons who respond to the collection of inf contained in this form are not required to resulte form displays a currently valid OMB contained in this form are not required to resulte form displays a currently valid OMB contained in this form are not required to resulte form displays a currently valid OMB contained in this form are not required to result form displays a currently valid OMB contained in this form are not required to result form displays a currently valid OMB contained in this form are not required to result form displays a currently valid OMB contained in this form are not required to result form displays a currently valid OMB contained in this form are not required to result form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained in this form are not required to result for the form displays a currently valid OMB contained for the form displays a currently valid OMB contained for the form displays a currently valid OMB contained for the form displays a currently valid OMB contained for the fo	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Transaction te conth/Day/Year)  A. Deemed Execution Date, if onth/Day/Year)  (Month/Day/Year)  Acquired (A) or Disposed of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Fransaction Execution Date, if Order (Instr. 8)  Derivative Securities (Instr. 3 and 4)  Transaction (Instr. 5)  Derivative Securities (Instr. 5)  Derivative Securities (Instr. 5)  Transaction (Instr. 4)  Transaction Date (Instr. 3)  Transaction (Instr. 4)  Date Exercisable Expiration Date (Instr. 6)  Transaction (Instr. 4)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Transaction te onth/Day/Year)  (Month/Day/Year)  (Instr. 3)  (Instr. 4)  (Instr. 4)  (Instr. 4)

	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	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.

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.