

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Witz Jennifer C		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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ President, Sales, Mktg. & Ops.	
(Last) 1290 AVENUE OF THE AMERICAS	(First) NEW YORK, NY 10104	(Middle) NEW YORK, NY 10104	3. Date of Earliest Transaction (Month/Day/Year) 08/05/2019		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
(Street)	(City)	(State)	(Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	

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	08/05/2019		F		203,811 (1)	D	\$ 6.34	913,904	D	
Common Stock	08/07/2019		M		575,340	A	\$ 3.92	1,489,244	D	
Common Stock	08/07/2019		M		573,350	A	\$ 4.24	2,062,594	D	
Common Stock	08/07/2019		M		188,080	A	\$ 3.3699	2,250,674	D	
Common Stock	08/07/2019		M		117,625	A	\$ 3.61	2,368,299	D	
Common Stock	08/07/2019		S		504,830	D	\$ 6.0204 (2)	1,863,469	D	
Common Stock	08/07/2019		F		1,218,969	D	\$ 6.04 (3)	644,500	D	
Common Stock								12,743	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 3.3699	08/07/2019		M		188,080	08/05/2015	08/05/2024	Common Stock	188,080	\$ 3.3699	0	D	
Stock Option (Right to Buy)	\$ 3.92	08/07/2019		M		575,340	08/05/2016	08/05/2025	Common Stock	575,340	\$ 3.92	0	D	
Stock Option (Right to Buy)	\$ 4.24	08/07/2019		M		573,350	08/05/2017	08/05/2026	Common Stock	573,350	\$ 4.24	0	D	

Stock Option (Right to Buy)	\$ 3.61	08/07/2019		M			117,625	08/19/2014	08/19/2023	Common Stock	117,625	\$ 3.61	0	D
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Witz Jennifer C 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			President, Sales, Mktg. & Ops.	

Signatures

/s/Patrick L. Donnelly, attorney in fact		08/07/2019
		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).
- (1) Represents the surrender of common stock to the Company to cover withholding taxes upon the vesting of restricted stock units and related dividends.
- (2) Represents the weighted average sales price for the price increments ranging from \$6.00 to \$6.05. 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.
- (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.

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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