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

OMB APPR	OVAL
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nours per response	e 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

)												
Print or Type Responses)  1. Name and Address of Reporting Person *  AMBLE JOAN LORDI			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				
(First) THE AMERIC	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2019			Office	r (give title belo	ow)	Other (specify be	low)			
(Street) 0104		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person							
(State)	(Zip)	Та	ble I - No	n-Deri	ivative S	Securities	Acqui	ired, Disp	osed of, or I	Beneficially (	Owned	
Dat	e	any	Code (Instr. 8)		(A) or l	Disposed o	f(D)	(D) Beneficially Ow Reported Transa		following (s)	Ownership Form:	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Tear)	Code	V	Amoun	(A) or (D)	Price	(msu. 3 a	r. 3 and 4)		or Indirect	(Instr. 4)
08	/30/2019		A		87 <del>(1)</del>	A	\$ 0	373,487	,		D	
				the for	orm dis	plays a o	currer eficial	ntly valid				
2. 3. Transaction Conversion Date Sexecution Date, if Transaction Number and Expiration Execution Date, if Transaction Number and Expiration Execution Date.		Expiration Date Am Un Sec		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)		Ownersh Form of Derivativ Security: Direct (I	(Instr. 4)			
			(A) or Disposed of (D) (Instr. 3,							Transaction	or Indirection (I) (Instr. 4)	et .
1	RDI  (First) THE AMERIC  (Street)  0104  (State)  2. 1 Dat (Mo	RDI  (First) (Middle) THE AMERICAS  (Street)  0104  (State) (Zip)  2. Transaction Date (Month/Day/Year)  08/30/2019  eparate line for each class of securion  Table II - I (a 3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date (Month/Day/Year)	RDI  (First) (Middle) THE AMERICAS  (Street)  (State)  (State)  (Zip)  (State)  (Zip)  (State)  (A. If Amendment, 1  2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (E.g., puts, calls, wa 1  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	RDI  (First) (Middle) THE AMERICAS  (Street)  (State)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (A. If Amendment, Date Origent Execution Date (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Instr. 8)  Code  (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or one code (Month/Day/Year)  (Month/Day/Year)	RDI  (First) (Middle) THE AMERICAS  (Street)  (State)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (An interpretation of the properties of the	RDI  SIRIUS XM HOLDINGS INC. [(S  (First) (Middle) THE AMERICAS  (Street)  4. If Amendment, Date Original Filed(Month  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A 87 (1)  Persons wh contained ir the form dis  Table II - Derivative Securities Acquired, Disposed of (Lostro any (Month/Day/Year))  3. Transaction Date (e.g., puts, calls, warrants, options, converted any (Month/Day/Year))  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, converted any (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, converted and Expiration (Month/Day/Year))  3. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, converted and Expiration (Month/Day/Year))  4. Execution Date, if Transaction Code (e.g., puts, calls, warrants, options, converted and Expiration (Month/Day/Year))	SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) THE AMERICAS  (Street) 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) (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Instr. 8) (Instr. 3, 4 and 5)  (Month/Day/Year) (A) or Code (Instr. 8)  (B) Persons who responsed on this formulation of the form displays a code (Instr. 8)  (B) Persons who response on the formulation of the form	SIRIUS XM HOLDINGS INC. [(SIRI)]	SIRIUS XM HOLDINGS INC. [(SIRI)]   XDirec Office	SIRIUS XM HOLDINGS INC. [(SIRI)]   X_ Director Officer (give title below of SIRC)   Date of Earliest Transaction (Month/Day/Year)   Officer (give title below of SIRC)   Officer (give title below	RDI SIRIUS XM HOLDINGS INC. [(SIRI)] X_ Director Officer (give title below)  THE AMERICAS  (Street)	SIRIUS XM HOLDINGS INC. [(SIRI)]   X_Director Officer (give title below)   Difference of the property of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
AMBLE JOAN LORDI 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	X						

# **Signatures**

/s/Patrick L. Donnelly, attorney in fact	09/03/2019
**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 August 30, 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, August 9, 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.