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

OMB APPR	OVAL	
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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

1 6			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) F THE AMEI	(Middle) RICAS	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2019				Office	r (give title belo	(wo)	Other (specify be	ow)			
(Street) 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)	Та	ble I - N	on-Der	ivative S	Securities .	Acqui	ired, Disp	osed of, or I	Beneficially (Owned		
	2. Transaction Date (Month/Day/Year)	any	Code (Instr. 8		tion 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) S. Amou		d 5. Amount of Securities Beneficially Owned Fol Reported Transaction(s)		ties 6. 7. N Following Ownership of Ir form: Bendary		Beneficially Owned Following Reported Transaction(s) Ownersh Form:		'. Nature of Indirect Beneficial Ownership
		(Monul Day Tear)		V	Amoun	(A) or (D)	Price	(msu. 3 a	nstr. 3 and 4)		or Indirect (I)	Instr. 4)	
	08/30/2019		A		376 <u>(1</u>	A	\$ 0	228,525			D		
				contains the formation that the formation that the following the followi	ained in orm dis sposed o	n this form splays a coof, or Bene	m are currer eficial	not requesting noting valid	uired to res	spond unles	ss	474 (9-02)	
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				Date Exer	cisable	Expiration Date	Title	Amount or Number of					
	(Street) 10104 (State) separate line for Date	(First) (Middle) F THE AMERICAS (Street) 10104 (State) (Zip) 2. Transaction Date (Month/Day/Year) 08/30/2019 separate line for each class of secur Table II - 1 (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	(First) (Middle) 3. Date of Earliest 08/30/2019 (Street) 4. If Amendment, 10104 (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 08/30/2019 separate line for each class of securities beneficially over the case of the case o	(First) (Middle) (Street) (Street) (Street) (State) (State) (Zip) (State) (Zip) (State) (Zip) (Any (Month/Day/Year) (Any (Month/Day/Year) (A) Separate line for each class of securities beneficially owned direction (Month/Day/Year) (Month/Day/Year) (E.g., puts, calls, warrants, or of Ode (Month/Day/Year)	(First) (Middle) F THE AMERICAS (Street) (Street) 4. If Amendment, Date Original Fi 10104 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Separate line for each class of securities beneficially owned directly or in the fill (Month/Day/Year) Table II - Derivative Securities Acquired, Discovery (Month/Day/Year) Table II - Derivative Securities Acquired, Discovery (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 2. Transaction Execution Date, if (Instr. 8) Code V Persont Code (Month/Day/Year) (Month/Day/Year)	(First) (Middle) F THE AMERICAS (Street) (Street) 4. If Amendment, Date Original Filed(Month Day O8/30/2019 (State) (State) (Zip) Table I - Non-Derivative Street Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V Amount O8/30/2019 A 376 (Instr. 3) (Instr. 3) Persons where the form distributed in	(First) (Middle) F THE AMERICAS (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5) (A) or Ocde (Instr. 8) (Instr. 8)	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 08/30/2019 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 10104 (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) A 376 (1) A \$ 0 separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) 1. Transaction (Month/Day/Year) 2. Transaction (A) or Code (A) or Disposed of (D) (Instr. 3, 4 and 5) Persons who respond to contained in this form are the form displays a current (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction (Month/Day/Year) (Instr. 8) 5. (A) or Disposed of, or Beneficial (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 1) 6. Date Ex	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (8/30/2019	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title below the present of the property of the present of the	(Street) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year)	(State) (State) (State) (State) (A) or Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code (G.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) (Month/	

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
HOLDEN JAMES P 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.