## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 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

ses)													
1. Name and Address of Reporting Person* FREAR DAVID J			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				
(Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 08/30/2019						X Officer (give title below) Other (specify below) Senior EVP and CFO				
(Street) NEW YORK, NY 10104			4. If Amendment, Date Original Filed(Month/Day/Year) 09/03/2019						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu					ired, Disposed of, or Beneficially Owned					
(Instr. 3)		any	xecution Date, if	Code (Instr. 8)					D) Beneficially Owned Following Reported Transaction(s)			Ownership Form:	Beneficial
		(Month/Day/Year		Code	V	Amour	(A) or (D)	Price	(Instr. 3 a	nd 4)			Ownership (Instr. 4)
	08/30/2019			A		563 (1	A	\$ 0	406,708	06,708		D	
									87,027			I	By 401(k) Plan
a separate fine to	Table II -	Derivative Secu	uritio	es Acquii	Pers cont the f	ons whained in orm dis	no respor n this for splays a c	m are curre eficial	not requesting ntly valid	uired to res	spond unle	ess	1474 (9-02)
3. Transactio		4.							itle and	8. Price of	9. Number	of 10.	11. Natur
se (Month/Day/	Year) any	Code	() () () ()	of Derivative Securities Acquired (A) or	(Mo	and Expiration Date (Month/Day/Year)		Und Secu	erlying urities	Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported	Form of Derivation Security Direct of India	Beneficia Ownersh y: (Instr. 4)
			_										
Y	J (First) OF THE AMI (Street)  Y 10104 (State)  a separate line for the following separate lin	Girest)  (First) (Middle)  OF THE AMERICAS  (Street)  Y 10104  (State) (Zip)  2. Transaction Date (Month/Day/Year)  08/30/2019  Table II - I ( ( Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	SIRIUS XM  (First) (Middle) 3. Date of Ear 08/30/2019  (Street) 4. If Amendm 09/03/2019  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date Execution Date (Month/Day/Year) 2A. Deemed Execution Date Execution Date (Month/Day/Year) 3A. Deemed Execution Date (a.g., puts, calls any (Month/Day/Year) 4. Transact Code (Instr. 8)	SIRIUS XM He  (First) (Middle) DF THE AMERICAS  (Street)  (Street)  (State)  (State)  (State)  (State)  (State)  (State)  (State)  (A. If Amendment, 1 09/03/2019  2A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities beneficially own on Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	SIRIUS XM HOLDING  (Middle) DF THE AMERICAS  (Street)  (Street)  (State)  (State)  (State)  (Zip)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (A. If Amendment, Date Orig (Date Orig (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Table II - Derivative Securities Acquir (e.g., puts, calls, warrants, or (Code Orig (Date	SIRIUS XM HOLDINGS IN  (First) (Middle) (Moldle) (Moldle) (Moldle) (Street) 4. If Amendment, Date Original Fi (Month/Day/Year) 4. If Amendment, Date Original Fi (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) (Month/Day/Y	SIRIUS XM HOLDINGS INC. [(Street)	SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) (Month/Day/Year) (Month	SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) (DF THE AMERICAS) (Street) (Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (9/03/2019)  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year) (Month/Day/Year) (A) or Code (Instr. 8) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 8) (Instr. 8) (A) or Disposed of (D) (Instr. 8) (Instr. 8) (A) or Contained in this form are the form displays a curre (E.g., puts, calls, warrants, options, convertible securities (E.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) (Instr. 8) (	SIRIUS XM HOLDINGS INC. [(SIRI)]   Direct	SIRIUS XM HOLDINGS INC. [(SIRI)]   Director   X Officer (give title between the form displays a currently valid OMB content of Date (e.g., puts, calls, warrants, options, convertible securities   Sirius   Sir	SIRIUS XM HOLDINGS INC. [(SIRI)]   Check all application	SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) (M

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
FREAR DAVID J 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			Senior EVP and CFO			

### **Signatures**

/s/Patrick L. Donnelly, attorney in fact	02/05/2020
**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).
- (1) The filer mistakenly included 2,521 additional restricted stock units issued as a result of a cash dividend paid by Sirius XM Holdings Inc. These additional restricted stock units related to performance-based restricted stock units whose performance metrics had not yet been satisfied.

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.