FORM 4

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

OMB APPR	OVAL
OMB Number:	3235-0287
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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

Responses	3)		1													
1. Name and Address of Reporting Person* Greenstein Scott Andrew				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) 02/28/2020							X Officer (give title below) Other (specify below) Pres. & Chief Content Officer					
(Street) NEW YORK, NY 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 PersonForm filed by More than One Reporting Person					
, ·	(State)	(Zip)		Т	able I	- Nor	ı-Deri	vative S	Securities	Acqui	ired, Dispe	osed of, or I	Beneficially	Owned		
(Instr. 3) Da		2. Transaction Date (Month/Day/Year)	any		f Code (Instr. 8)		(A) or Disposed of		of (D)	Beneficial Reported	ally Owned Following Transaction(s)		Form:	7. Nature of Indirect Beneficial		
			(Month/L	ay/Yea		Code	V	Amoun	(A) or t (D)	Price					Ownership (Instr. 4)	
Stock		02/28/2020				A		851 (1) A	\$ 0	826,269			D		
Stock											74,567			I	By 401(k) Plan	
eport on a s	eparate fine for	Table II - 1	Derivative	Securit	ties A	cquire	Perso conta the fo	ons whained in	o respor this for plays a	m are curre eficial	not requesting ntly valid	ired to res	spond unle	ss	1474 (9-02)	
	3. Transaction		4.	cans, w	5.	ıs, op					itle and	8. Price of	9. Number	of 10.	11. Natur	
Conversion Date		Execution Da any	te, if Tran	Transaction Code (Instr. 8)				and Expiration Date (Month/Day/Year)		Amo Und Secu	unt of Derivative Security (Instr. 5)		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Securit Direct or India (s) (I)	ship of Indired Beneficia Ownersh (Instr. 4) D)	
S S	Address of Scott An NUE OF K, NY 1 arity tock tock port on a s onversion Exercise ice of erivative	Address of Reporting Per Scott Andrew NUE OF THE AME (Street) K, NY 10104 (State) arrity tock port on a separate line for Date (Month/Day/Y) in Scott Andrew 3. Transaction Date (Month/Day/Y)	Address of Reporting Person Scott Andrew (First) (Middle) NUE OF THE AMERICAS (Street) K, NY 10104 (State) (Zip) Address of Reporting Person Scott Andrew (Middle) (Street) K, NY 10104 (State) (Zip) Address of Reporting Person Scott Andrew (Street) Address of Reporting Person Scott Andrew (State) (Address of Street) Address of Reporting Person Scott Andrew (Month/Day/Year) Address of Reporting Person Scott Andrew (Month/Day/Year)	Address of Reporting Person* Scott Andrew SIRIUS (First) (Middle) NUE OF THE AMERICAS (Street) (Street) 4. If Ame K, NY 10104 (State) 2. Transaction Date (Month/Day/Year) Address of Reporting Person* SIRIUS 3. Date of 02/28/2 4. If Ame 2. Transaction Date (Month/Day/Year) Address of Reporting Person* SIRIUS 3. Date of 02/28/2 4. If Ame 2. Transaction Date Execution any (Month/Day/Year) Table II - Derivative (e.g., puts, only only only only only only only only	Address of Reporting Person* Scott Andrew SIRIUS XM F (First) (Middle) NUE OF THE AMERICAS (Street) (Street) 4. If Amendment, (Month/Day/Year) Address of Reporting Person* 2. Issuer Name and SIRIUS XM F 3. Date of Earlies 02/28/2020 4. If Amendment, (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Address of Reporting Person* 2. Issuer Name and SIRIUS XM F 3. Date of Earlies 02/28/2020 4. If Amendment, (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities beneficially of Execution Date, if Code (Instr. 8)	Address of Reporting Person* Scott Andrew (First) (Middle) (Street) (Street) (Street) (State) (Zip) Table I Andrew (State) (State) (Zip) Table I Andrew (Month/Day/Year) (In: (Month/Day/Year) Table II - Derivative Securities Acted to Care any (Month/Day/Year) (Address of Reporting Person* SIRIUS XM HOLI 3. Date of Earliest Tran (02/28/2020) 4. If Amendment, Date Execution Date, if any (Month/Day/Year) (In: (Month/Day/Year) Table II - Derivative Securities Acted (e.g., puts, calls, warran (any (Month/Day/Year)) Table II - Derivative Securities Acted (e.g., puts, calls, warran (any (Month/Day/Year)) Sonversion Exercise ice of errivative Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* Scott Andrew SIRIUS XM HOLDING SIRIUS XM HOLDING 3. Date of Earliest Transaction 02/28/2020 (Street) 4. If Amendment, Date Origin (Month/Day/Year) Address of Reporting Person* SIRIUS XM HOLDING 3. Date of Earliest Transaction 02/28/2020 4. If Amendment, Date Origin (Month/Day/Year) Table I - Nor (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op (Month/Day/Year) Table II - Derivative Securities Securities Acquire (e.g., puts, calls, warrants, op (Month/Day/Year) SA. Deemed Execution Date, if any (Month/Day/Year)	Address of Reporting Person Scott Andrew Scott Andrew Scott Andrew SIRIUS XM HOLDINGS IN 3. Date of Earliest Transaction (Mo 02/28/2020 (Street) 4. If Amendment, Date Original Fil K, NY 10104 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) Code V Code V Table II - Derivative Securities Acquired, Disconting the feed of Code of Code (Instr. 8) Table II - Derivative Securities Acquired, Disconting the feed of Code of Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) 3. Transaction Exercise (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, and Instruction Code of Code (Instr. 8) Transaction Code of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person Scott Andrew Scott Andrew Cirits (Middle) (Street) Cistreet) Code (Cinstr. 8) Cistreet) Code (Cinstr. 8) Cistreet) Cistreet) Code (Cinstr. 8) Cistreet) Cistreet) Cistreet) Cistreet) Code (Cinstr. 8) Code (Cinstr. 8) Code (Cinstr. 8) Cistreet) Cistreet) Code (Cinstr. 8) Cistreet) Cistreet) Code (Cinstr. 8) Cistreet) Code (Cinstr. 8) Code (Cinstr. 8) Cistreet) Cistreet) Code (Cinstr. 8) Cistreet) Cistreet) Code (Cinstr. 8) Code (Cinstr. 8)	Address of Reporting Person Scott Andrew Size Code Code	Address of Reporting Person Scott Andrew Code Code	Address of Reporting Person *	Address of Reporting Person Scott Andrew Sinus Si	Scott Andrew SIRIUS XM HOLDINGS INC. [(SIRI)] S. Relationship of Reporting Person (Check all applic (Check all app	Scott Andrew Strict Stri	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Greenstein Scott Andrew 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			Pres. & Chief Content Officer				

Signatures

/s/Patrick L. Donnelly, attorney in fact	03/02/2020
**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).

On February 28, 2020, Sirius XM Holdings Inc. ("Sirius XM") paid a cash dividend of \$0.01331 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, February 12, 2020. 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.