FORM 4

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

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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

pe Responses											L	5 D L (CD (D ())	т	
1. Name and Address of Reporting Person *- MAFFEI GREGORY B				2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC I(SIRI)								(Check all applicable)					
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year)							-	X Director 10% Owner Officer (give title below) Other (specify below)					
(Street)				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 Applicable Person					
		(Zin)															
	()	1	24 D		1						-						7. Nature
1.Title of Security (Instr. 3)		Date	Execution Date, if		if Code (Instr	Code (Instr. 8)		or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s)			d	Ownership Form:	of Indirect Beneficial	
			(Mont	h/Da	ıy/Ye		de.	V	Amou	(A) or (D)	Price	(Instr. 3 and 4)			or Indirect (I)	Ownership (Instr. 4)	
Stock		05/12/2020								15 A	\$	515,610					
Stock		05/12/2020			I	7		17,26			498,345	8,345			D		
Stock		05/12/2020				S	S	8	84,75	0 D	5.596	413,595	3,595			D	
Report on a s	separate line for each	n class of securities b	eneficia	lly o	wned	directly		Perso	ons w								1474 (9-02)
		Table II					cquir	ed, Dis	sposed	of, or Bene	ficially O						
	3. Transaction		4.	5. Number of 6. Date Exercisable and				7. Title and Amount						11. Natu			
		any	Code (Instr. 8) Se (Instr. 8) Ac or (D (Ir		Secu Acqu or Di (D) (Inst	ecurities cquired (A) Disposed of D) nstr. 3, 4,					Securiti	ies		Derivative Security (Instr. 5)	Securities Beneficiall Owned Following Reported	Form o Derivat Securit Direct o	Owners (Instr. 4
			Code	V	(A)	(D)					Title	or Numl	er		(Instr. 4)	(Instr. 4	3)
\$ 0.9494	05/12/2020		M			102,01	5 05	/27/20	011 0	5/27/2020	Comn	1102	015	\$ 0.9494	0	D	
	I GREGOR Stock Security Security 2. Conversion or Exercise Price of Derivative Security	at GREGORY B st) (First) YENUE OF THE AMERIC. (Street) ORK, NY 10020 ty) (State) Security Security 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year)	at GREGORY B st) (First) (Middle) ZENUE OF THE AMERICAS (Street) ORK, NY 10020 ty) (State) (Zip) Security 2. Transaction Date (Month/Day/Year) A Stock 05/12/2020 Report on a separate line for each class of securities by Table II 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year)	A Stock Pastock Stock Stock O5/12/2020 Report on a separate line for each class of securities beneficia Table II - Derive (e.g., 1) Conversion or Exercise Price of Derivative Security Security Stock O5/12/2020 A Stock O5/12/2020 Stock O5/12/2020 A Stock O5/12/2020 Stock O5/12/2020 Stock O5/12/2020 A Stock O5/12/2020 Stock O5/12/2020 A Stock O5/12/2020 Conversion or Exercise Price of Oberivative Security Code Code Code Code Code Code Code Code	I GREGORY B st) (First) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (A. If Amend Dork, NY 10020 (Security (State) (State) (Zip) (Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deems Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deems Execution Date (Month/Day/Year) (Month/Day/Year) (A. Deems Execution Date (GREGORY B st) (First) (Street) (Street) (Street) 4. If Amendment (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 1. Stock (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Security (Regular of Execution Date, if or Exercise Odde (Rose of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V (A) Code V (A)	SIRIUS XM HOLDI st) (First) (Middle) (Street) (Street) 4. If Amendment, Date On OPER, NY 10020 Security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Price of Conversion or Exercise (Month/Day/Year) Price of Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of Date (Instr. 8) (Month/Day/Year) Sirius XM HOLDI 3. Date of Earliest Transactor Execution Date (Month/Day/Year) A. If Amendment, Date On Execution Date, if Open Conversion or Exercise (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of Date (Instr. 8) (Instr. 8) Code (Instr. 3, 4, and 5) Code (V (A) (D)	SIRIUS XM HOLDINGS (Street) (A. If Amendment, Date Original Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Code Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open conditions any (Month/Day/Year) (Month/Day/Year) (E.g., puts, calls, warrants, open code in Stock (Instr. 8) (Month/Day/Year) (E.g., puts, calls, warrants, open code in Stock (Instr. 8) (Month/Day/Year) (E.g., puts, calls, warrants, open code in Stock (Instr. 8) (Month/Day/Year) (E.g., puts, calls, warrants, open code in Stock (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (E.g., puts, calls, warrants, open code in Stock (Instr. 8) (Instr. 8) (Instr. 3, 4, and 5) (Code V (A) (D) (D) (Instr. 3, 4, and 5)	GREGORY B SIRIUS XM HOLDINGS INC (Street) (A th Amendment, Date Original Filede (Street) (Code (Instr. 8) (Code (Instr. 8)	SIRIUS XM HOLDINGS INC. [(SIII st)	SIRIUS XM HOLDINGS INC. [(SIRI)] st) (First) (Middle) (Middle) (Sirvet) 3. Date of Earliest Transaction (Month/Day/Year) (DRK, NY 10020 DRK, NY 10020 Security 2. Transaction Date (Month/Day/Year) (Month/Day/	SIRIUS XM HOLDINGS INC. [(SIRI)] s) (First) (Middle) (Street) 3. Date of Earliest Transaction (Month/Day/Year) (05/12/2020 4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Month/Day/Year) DRK, NY 10020 Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) A Stock (Month/Day/Year) (Mon	SIRIUS XM HOLDINGS INC. [(SIRI)] (Street) (A If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) (Code (Instr. 3, 4 and 5) (A) (A) (Code (Instr. 3, 4 and 5) (A) (A) (Code (Instr. 3, 4 and 5) (A) (A) (A) (D) (Instr. 3, 4 and 5) (A) (A) (A) (A) (D) (Instr. 3, 4 and 5) (A) (A) (A) (A) (D) (Instr. 3, 4 and 5) (A) (A) (A) (D) (Instr. 3, 4 and 5) (A) (A) (Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5	SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS XM HOLDINGS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRIUS INC, [(SIRI)] X_ Director Officer (give to 1) SIRI	Check Sire Sire	Check all applicable SIRIUS XM HOLDINGS INC." [(SIRI)] Significant Check all applicable Sirius Check all applicable Sirius Check all applicable Sirius Check all applicable Sirius Check all applicable Che	SIRIUS XM HOLDINGS INC. [(SIRI)] X_Decotor five tile below Date (peet) below D

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MAFFEI GREGORY B 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X							

Signatures

/s/Patrick L. Donnelly, attorney in fact	05/13/2020
**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) Represents the exercise price of the stock option referenced in Table II which was paid by way of the withholding by the Company of shares with a value equal to the exercise price.
- (2) Represents the weighted average sales price for the price increments ranging from \$5.59 to \$5.605. 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.

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.