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

pe Response	8)														
1. Name and Address of Reporting Person* BARRY THOMAS D				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) 05/29/2020							X_ Officer (give title below) Other (specify below) Senior VP & Controller				
(Street) NEW YORK, NY 10104				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(State)	(Zip)		Т	able I	- Non	ı-Deri	vative S	Securities	Acqui	ired, Dispe	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		if Code (Instr. 8)		(A) or Disposed o		of (D)	Beneficial Reported	lly Owned Following Transaction(s)		6. Ownership Form:	Beneficial	
			(Month/I	Day/Yea		Code	V	Amoun	(A) or (D)	Price	(Instr. 3 a	or India (I)		or Indirect	Ownership (Instr. 4)
Stock		05/29/2020				A		581 <u>(1</u>) A	\$ 0	259,030)		D	
Common Stock										14,039		I	I	By 401(k) Plan	
Report on a s	separate fine for	Table II - 1	Derivativ	e Securit	ties A	equire	Perso conta the fo	ons whained in	o respon this for plays a	m are curre eficial	not requesting ntly valid	ired to res	spond unle	ess	1474 (9-02)
2.	3. Transaction	· · · · · · · · · · · · · · · · · · ·	<i>e.g.</i> , puts,	, cans, w	5.	ıs, op					itle and	8. Price of	9. Number	of 10.	11. Natur
	ersion Date Execution ercise of ative (Month/Day/Year) (Month/Day/Year)	Execution Da any	te, if Transaction Code ('ear) (Instr. 8)				and Expiration Date (Month/Day/Year)			Amo Und Secu	ount of erlying urities		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Securit Direct or India	ship of Indired Beneficia Ownersh (Instr. 4) D)
					4, an	u 3)		-							
	THOMAS TENUE OF ORK, NY Security Security 2. Conversion or Exercise Price of Derivative	THOMAS D (First) (ENUE OF THE AME. (Street) ORK, NY 10104 (State) Security Security 2. Conversion or Exercise Price of Derivative (Month/Day/Y	THOMAS D (First) (Middle) (ENUE OF THE AMERICAS (Street) (Street) (State) (Zip) (Security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	THOMAS D SIRIUS (Middle) 3. Date of 05/29/2 (Street) 4. If Am ORK, NY 10104 (State) 2. Transaction Date (Month/Day/Year) Stock 05/29/2020 1 Stock Table II - Derivativ (e.g., puts of Execution Date (Month/Day/Year)) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 3. Date (Execution Date (Execution Date (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) 3. 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Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible securities of Derivative Security 3. Transaction (A) or Code (Instr. 8) (Instr. 8) Persons who response ontained in this for the form displays a security of the form displays a security A Defivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security of Code (Instr. 8) Code (Instr. 8) Persons who response ontained in this for the form displays a security of the form	THOMAS D SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) ORK, NY 10104 2. Transaction Date (Month/Day/Year) Stock O5/29/2020 2. Transaction Date (Month/Day/Year) O5/29/2020 3. Transaction Code (Instr. 8) Code (Instr. 8) Code (Instr. 8) Code (Instr. 8) O5/29/2020 A Stock O5/29/2020 O5/29/2020	THOMAS D SIRIUS XM HOLDINGS INC. [(SIRI)] Direct (Street) (Street) (Street) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Date (Instr. 3, 4 and 5)) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (A) or Disposed of (Date (Instr. 3, 4 and 5)) (B) Or Disposed of (Date (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5)) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Code V Amount (D) Price (Instr. 3, 4 and 5) (Co	SIRIUS XM HOLDINGS INC. 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Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BARRY THOMAS D 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			Senior VP & Controller				

Signatures

/s/Patrick L. Donnelly, attorney in fact	06/01/2020		
**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 May 29, 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, May 8, 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.