### 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

es)													
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) 1221 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year) 08/31/2020						X Officer (give title below) Other (specify below) Senior VP & Controller			
(Street) NEW YORK, NY 10020			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				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned			
	Date	any	ĺ	Code (Instr. 8		(A) or Disposed of (D)			Beneficially Owned Following Reported Transaction(s)			Ownership of Form:	Beneficial
		(Month/Day/Y	ear)	Code	V	Amour	(A) or (D)	Price	(Instr. 3 a	or Indire (I)		or Indirect	Ownership (Instr. 4)
	08/31/2020			A		543 (1	) A	\$ 0	259,573			D	
									14,039			I	By 401(k) Plan
separate fine fo	Table II - 1	Derivative Secu	uritio	es Acqui	Pers cont the t	ons what in the constant of th	no respor n this for splays a o	m are curre eficial	not requesting ntly valid	uired to res	spond unle	ss	1474 (9-02)
3. Transaction		4.			_				itle and	8. Price of	9. Number	of 10.	11. Natu
(Month/Day/	Year) any	Code	( I I C ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( (	of Derivativ 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 Derivat Security Direct ( or Indir	Beneficial Ownersh (Instr. 4)
									Amount				
a a	(Street)  T 10020 (State)  a separate line for Date	(First) (Middle)  OF THE AMERICAS  (Street)  10020  (State) (Zip)  2. Transaction Date (Month/Day/Year)  08/31/2020  Table II - I (0)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date (Month/Day/Year)	2. Issuer Nation (Middle) (Middle) (Street) 3. Date of Ear (08/31/2020) (Street) 4. If Amendm (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. If Amendm Execution Date (e.g., puts, calls any (Month/Day/Year) (Instr. 8)	2. Issuer Name and SIRIUS XM He SIRIUS XM He SIRIUS XM He 3. Date of Earliest 08/31/2020  4. If Amendment, 1  2. Transaction Date (Month/Day/Year)  08/31/2020   Table II - Derivative Securities beneficially own on Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, ware and SIRIUS XM He 3. Date of Earliest 08/31/2020  4. If Amendment, 1  2A. Deemed Execution Date, if any (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, ware end (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)	2. Issuer Name and Ticker SIRIUS XM HOLDIN  (First) (Middle) 3. Date of Earliest Transaction (08/31/2020)  (Street) 4. If Amendment, Date Original Execution Date (Instr. 8)  2. Transaction Date (Instr. 8)  (Month/Day/Year) 2. Table I - Note (Instr. 8)  Table II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (Instr. 8)  Table II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (Instr. 8)  (Month/Day/Year) 3. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed	2. Issuer Name and Ticker or Tra SIRIUS XM HOLDINGS IN SIRIUS XM HOLDINGS IN 3. Date of Earliest Transaction (Mo 08/31/2020  (Street)  4. If Amendment, Date Original File (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if (a.g., puts, calls, warrants, options (a.g., puts, calls, warrants, options)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  Derivative Securities Acquired (A) or Disposed	2. Issuer Name and Ticker or Trading Sy SIRIUS XM HOLDINGS INC. [(Solution Date (Month/Day/Year)]  2. Issuer Name and Ticker or Trading Sy SIRIUS XM HOLDINGS INC. [(Solution Date (Month/Day/Year)]  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (A) or (Instr. 3)  Code V Amour Code (A) or (Instr. 3)  Persons where the form distributed in the form distributed in the form distributed (Month/Day/Year)  3. Transaction Date (A) or (Instr. 3)  Table II - Derivative Securities Acquired, Disposed (A) or (Instr. 8)  Table II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (A) or (Instr. 8)  Transaction Date (Month/Day/Year)  3. Transaction Date (A) or (Instr. 8)  Date (Month/Day/Year)  (Month/Day/Year)  2. Issuer Name and Ticker or Trading Sy SIRIUS XM HOLDINGS INC. [(Solution Month/Day/Year)]  3. Transaction Date (A) or (Instr. 8)  Transaction Date (A) or (Instr. 8)  Derivative Securities Acquired (A) or (Instr. 8)  Derivative Securities Acquired (A) or (Instr. 8)  Derivative Securities Acquired (A) or (Instr. 8)	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) (Street) 3. Date of Earliest Transaction (Month/Day/Year) (08/31/2020)  (State) (Zip) Table I - Non-Derivative Securities  2. Transaction Date (Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) (A) or Disposed of (Instr. 3, 4 and 5) (A) or Disposed of the form displays a contained in this for the form displays a contained in this form d	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) (08/31/2020  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (State) 2A. Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year) 2A. Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year) A. Stage of Earliest Transaction (Month/Day/Year)  (State) 2A. Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year) A. Stage of Earliest Transaction (Month/Day/Year)  (A) or Disposed of (D) (Instr. 8)  (A) or Disposed of (D) (Instr. 8)  (A) or Price A. Stage of Execution Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (A) or Disposed of, or Beneficial on Date, if (Month/Day/Year)  (B) Derivative Securities Acquired, Disposed of, or Beneficial on Date, if (Month/Day/Year)  (B) Derivative Securities Acquired, Disposed of, or Beneficial on Date, if (Month/Day/Year)  (B) Derivative Securities Acquired, Disposed of, or Beneficial on Date, if (Month/Day/Year)  (Code of Date Exercisable on Date, if (Month/Day/Year)  (Code of Date Exercisab	Solution   Single   Single	Solution   Single   Single	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) (Check all applic Director (Check	S. D   SIRIUS XM HOLDINGS INC. [SIRID]   SIRIUS XM HOLDINGS INC. [SIRID]

# Reporting Owners

		Relationships						
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
ľ	BARRY THOMAS D							
	1221 AVENUE OF THE AMERICAS			Senior VP & Controller				
	NEW YORK, NY 10020							

## **Signatures**

/s/Patrick L. Donnelly, attorney in fact	09/02/2020		
**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 August 31, 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, August 7, 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.