### 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 * DONNELLY PATRICK L				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) 11/30/2020							X Officer (give title below) Other (specify below) EVP, General Counsel & Sec.					
(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						
(State)	(Zip)		Та	ble I -	Non	-Deri	ivative S	Securities	Acqu	ired, Dispo	osed of, or I	Beneficially	Owned		
(Instr. 3) Date		any		Code (Instr. 8)		(A) or Disposed of (			of (D)	D) Beneficially Owned Following Reported Transaction(s)		ollowing	6. Ownership Form:	Beneficial	
		(Month/Day	y/ Y ear		ode	v	Amour	(A) or (D)	Price	(Instr. 3 a	` '		Ownership (Instr. 4)		
	11/30/2020			A	4		740 <sup>(1</sup>	<u>)</u> A	\$ 0	307,800			D		
										21,682			I	By 401(k) Plan	
separate line io	Table II - 1	Derivative S	ecurit	ies Acc	quire	Perseconta conta the fe	ons whained in	o respon this for splays a	m are curre eficial	not requesting ntly valid	uired to res OMB cont	spond unle	ess	1474 (9-02)	
3. Transaction		4.			3, op					itle and	8. Price of	9. Number	of 10.	11. Natu	
(Month/Day/	Year) any	Code	8)			and Expiration Date (Month/Day/Year)		Und Secu	derlying curities str. 3 and	Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported	Form o Derivat Securit Direct ( or India	Beneficial Ownersh (Instr. 4)  Beneficial Ownersh (Instr. 4)		
										Amount					
a	of Reporting Per FRICK L  (First)  OF THE AME  (Street)  (Street)  (State)  a separate line for the separate l	TRICK L  (First) (Middle)  OF THE AMERICAS  (Street)  (State) (Zip)  2. Transaction Date (Month/Day/Year)  11/30/2020  Table II - I (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	TRICK L  (First) (Middle) (Street)  (Street)  2. Issuer N SIRIUS 2  3. Date of F 11/30/202  (Street)  4. If Amend (Month/Day/Year)  22. Transaction Date (Month/Day/Year)  11/30/2020  Table II - Derivative S (e.g., puts, c.g.) (e.g., puts, c.g.)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	TRICK L  (First) (Middle) (Street)  (Street)  (State)  (An including person*  (And including person*  (Month/Day/Year)  (Street)  (State)  (State)  (State)  (Zip)  (Zip)  (Zip)  (An including person*  (An including pe	Table II - Derivative Securities Access of Securities Deneficially owned of Samue and Tick Sirius Si	2. Issuer Name and Ticker of SIRIUS XM HOLDING  (First) (Middle) 3. Date of Earliest Transaction 11/30/2020  (Street) 4. If Amendment, Date Origin 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 (Instr. 8)  3. Transaction Date (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open (Instr. 8)  3. Transaction Date (Instr. 8)  3. Transaction Date (Instr. 8)  4. Transaction Code (Instr. 8)  3. Transaction Date (Instr. 8)  4. Transaction Date (Instr. 8)  5. Number Of Derivative Securities Acquired (A) or Disposed	2. Issuer Name and Ticker or Tra SIRIUS XM HOLDINGS IN SIRIUS XM HOLDINGS IN 11/30/2020  (Street)  2. Transaction (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  2. Transaction Date (Instr. 8)  Code V  11/30/2020  A  Table II - Derivative Securities Acquired Date (E.g., puts, calls, warrants, options, and in the file (Month/Day/Year)  Table II - Derivative Securities Acquired Date (Month/Day/Year)  Table II - Derivative Securities Acquired Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Instr. 8)  Table II - Derivative Securities Acquired Of Code (Instr. 8)  Table II - Derivative Securities Acquired Of Code (Instr. 8)  Table II - Derivative Securities Acquired Of Of Code (Instr. 8)  Table II - Derivative Securities Acquired Of Of Code (Instr. 8)  Table II - Derivative Securities Acquired Of Of Code (Instr. 8)  Table II - Derivative Securities Acquired Of Of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed	2. Issuer Name and Ticker or Trading System (Middle) 3. Date of Earliest Transaction (Month/Day/130/2020  (Street)  4. If Amendment, Date Original Filed(Month/Day/130/2020  (State)  2. Transaction Date (Month/Day/Year)  3. Transaction (A) or (Instr. 3)  Code V Amount Code (A) or (Instr. 3)  Persons where the form distributed in the form distributed in the form distributed in the form distributed (A) or (Month/Day/Year)  3. Transaction Date (R.g., puts, calls, warrants, options, conversion of (Month/Day/Year)  3. Transaction Date (R.g., puts, calls, warrants, options, conversion of (Month/Day/Year)  3. Transaction Date (R.g., puts, calls, warrants, options, conversion of (Month/Day/Year)  4. Source (R.g., puts, calls, warrants, options, conversion of (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (R.g., puts, calls, warrants, options, conversion of (Month/Day/Year)  (Month/Day/Year)  4. Derivative Securities Acquired (A) or Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (R.g., puts, calls, warrants, options, conversion of (Month/Day/Year)  (Month/Day/Year)  4. Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (R.g., puts, calls, warrants, options, conversion of (Month/Day/Year)  (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol SIRICK L  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2020  (State) 4. If Amendment, Date Original Filed(Month/Day/Year) 12. Transaction Date (Month/Day/Year) 22. Transaction Date (Month/Day/Year) 24. Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) 25. Transaction Date (Instr. 8) (A) or Disposed (Instr. 8) (B) Orthordor (Code (Instr. 8) (A) or Disposed (Instr. 8) (B) Orthordor (Instr. 8) (B) Ortho	of Reporting Person *  IRICK L  OF THE AMERICAS  OF THE A	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]   Direct X. Office Of THE AMERICAS   3. Date of Earliest Transaction (Month/Day/Year)   11/30/2020   11/30/2020   11/30/2020   4. If Amendment, Date Original Filed(Month/Day/Year)   6. Individually X. Form file The American Size of Earliest Transaction (Month/Day/Year)   7. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   Code (Instr. 8)   (A) or Code (Instr. 3)   A Society of Execution Date (E.g., puts. calls, warrants, options, convertible securities and part of the form displays a currently valid (Instr. 3) and (Month/Day/Year)   7. Title and Amount of Date (Instr. 3) and Amount of Date (Month/Day/Year)   7. Title and Amount of Date (Month/Day/Ye	Separate line for each class of securities beneficially owned directly or indirectly.   Separate line for each class of securities beneficially owned directly or indirectly.   Securities   Securitie	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]  (First) (Middle) F THE AMERICAS  3. Date of Earliest Transaction (Month/Day/Year) (Street)  4. If Amendment, Date Original Filed(Month/Day/Year) (Strate)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  11/30/2020  4. If Amendment, Date Original Filed(Month/Day/Year) (Zip)  Table I - Non-Derivative Securities Acquired, Obsposed of, or Beneficially Owned Following Reported Transaction (Instr. 3, 4 and 5)  11/30/2020  A 740 (L) A \$ 0 307,800  21,682  A separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of the collection of information contained in this form are not required to respond unlike form displays a currently valid OMB control number (Egs., puts, calls, warrants, options, convertible securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)  3. Transaction Date (Egs., puts, calls, warrants, options, convertible securities) (Month/Day/Year) (Instr. 8)  4. Securities Acquired (A) or Disposed of the collection of information contained in this form are not required to respond unlike form displays a currently valid OMB control number (Month/Day/Year) (Month/Day/Year) (Instr. 8)  5. Relationship of Reporting Person (Check all applic X Officer (give title below)  A Sofficer (give title below)  A Securities Acquired (A) or Disposed of (D) (Instr. 3) (Instr. 5) (Instr. 5	Size   Size	

# Reporting Owners

		Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
DONNELLY PATRICK L								
1221 AVENUE OF THE AMERICAS			EVP, General Counsel & Sec.					
NEW YORK, NY 10020								

# **Signatures**

/s/ Patrick L Donnelly	12/01/2020			
**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 November 30, 2020, Sirius XM Holdings Inc. ("Sirius XM") paid a cash dividend of \$0.014641 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, November 6, 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.