FORM 4

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

OMB APPROVAL
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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	s)												
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) 02/10/2021						X Officer (give title below) Other (specify below) Senior VP & Controller				
(Street)			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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	f Code (Instr. 8)				of (D)	Beneficially Owned Following Reported Transaction(s)			Ownership Form:	7. Nature of Indirect Beneficial Ownership
			(Monun/Day/Year	Code	V	Amoun	(A) or (D)	Price	(Instr. 3 and 4)				(Instr. 4)
Stock		02/10/2021		F		10,009 (1)	D	\$ 6.06	493,688			D	
Stock		02/10/2021		S		110,23	8 D	\$ 6.08	383,450)		D	
Stock									14,133			I	By 401(k) Plan
Report on a s	separate line fo	or each class of secur	ities beneficially o	wned direct	Pers	ons wh	respo	rm are	not requ	ired to res	spond unle	ss	1474 (9-02)
									ly Owned				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year)		Execution Da (Year) any	Code of		and (Mo	and Expiration Date (Month/Day/Year)		Amo Und Secu	ount of erlying urities tr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owners Form of Derivati Security Direct (or Indirects)	Beneficia Ownershi (Instr. 4) D)
			Code V	(A) (D)				Title	Amount or Number of Shares				
	DRK, NY December of Stock a St	and Address of Reporting Per THOMAS D (First) (ENUE OF THE AME (Street) DRK, NY 10020 (State) (State) Gecurity Stock A Stock Report on a separate line for Exercise Price of Derivative and Address of Reporting Per	THOMAS D (First) (Middle) (ENUE OF THE AMERICAS (Street) ORK, NY 10020 (State) (Zip) Security 2. Transaction Date (Month/Day/Year) A Stock 02/10/2021 A Stock 02/10/2021 Table II - I Conversion or Exercise Price of Derivative 1. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A A. Deemed Execution Date (Month/Day/Year) A A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	2. Issuer Name a SIRIUS XM H. (Street)	2. Issuer Name and Ticker SIRIUS XM HOLDING (First) (Middle) (All IIII) (Middle) (Mi	2. Issuer Name and Ticker or Tr. SIRIUS XM HOLDINGS II 3. Date of Earliest Transaction (Mo2/10/2021 4. If Amendment, Date Original F DRK, NY 10020 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) 2. Stock 02/10/2021 4. If Amendment, Date Original F Execution Date, if (Month/Day/Year) Code (Instr. 8) Code V 1. Stock 02/10/2021 7. Table II - Derivative Securities Acquired, Date (G.g., puts, calls, warrants, options of Exercise Price of Date (Month/Day/Year) 2. Table II - Derivative Securities Securiti	2. Issuer Name and Ticker or Trading Syn SIRIUS XM HOLDINGS INC. [(SI SIRIUS THOMAS D) (First) (Middle) (Street) (Month/Day/2021 (Street) (Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Y	Address of Reporting Person* THOMAS D 2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2021 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 02/10/2021 5. Table I - Non-Derivative Securities 1. Table I - Non-Derivative Securities 1. Transaction Date (Month/Day/Year) 1. Stock 2. Stock 2. Stock 3. Transaction (A) Option (Instr. 8) 2. Stock 2. Stock 3. Stock 2. Stock 2. Stock 3. Stock 3. Stock 2. Stock 3. Stock 3. Deemed Execution Date of Code (Instr. 8) 2. Stock 3. S	Address of Reporting Person* THOMAS D O O O O O O O O O O O O O	2. Issuer Name and Ticker or Trading Symbol SIR(IUS XM HOLDINGS INC. [(SIRD1)] SIR(US XM HOLDING IN [(SIRD1)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US XM HOLDING IN [(Instr. 3, 4 and 5)] SIR(US	Address of Reporting Person SIRIUS XM HOLDINGS INC. [(SIRI)] Sirius (Middle) (Oz/10/2021 Size) 1. If Amendment, Date Original Filed(Month/Day/Year) (Size) Size (Month/Day/Year) 1. Stock (Oz/10/2021 Size) 1. Stock (Oz/10/2	2. Issuer Name and Ticker or Trading Symbol THOMAS D SIRIUS XM HOLDINGS INC. [(SIRI)] Sirect O2/10/2021 4. If Amendment, Date Original FiledMonth/Day/Year) O2/10/2021 4. If Amendment, Date Original FiledMonth/Day/Year) O2/10/2021 5. Amount of Securities O2/10/2021 4. If Amendment, Date Original FiledMonth/Day/Year) O2/10/2021 5. Amount of Securities O2/10/2021 5. Amount of Securities O2/10/2021 F 10,000 Code V Amount (0) Frice O2/10/2021 F 110,238 D S 6.08 A93,688 1. Stock O2/10/2021 S 110,238 D S 6.08 A93,688 1. Stock O2/10/2021 S 1. Transaction O2/10/2021 S 1. Transaction O2/10/2021 S 1. Transaction O2/10/2021 S 1. Transaction O2/10/2021 S 1. Stock O2/10/2021 S 1. Transaction O2/10/2021 S 2. Transaction O2/10/2021 S 1. Transaction O2/10/2021 S 2. Transaction O2/10/2021 S 1. Transaction O2/10/2021 S 2. Transaction O2/10/2021 S 2. Transaction O2/10/2021 S 2. Transaction O2/10/2021 S 3. Transaction O2/10/2021 S 3. Transaction O2/10/2021 T 3. Transaction O2/10/2021 S 3. Transaction O2/10/2021 S 4. Deemed O2/10/2021 S 5. Relationship of Reporting Acquired O2/10/2021 S Anount of Securities O2/10/2021 S Anount of Securities O2/10/2021 S 6. Amount of Date O2/10/2021 S 7. Transaction O2/10/2021 S 6. O6 O493, 688 O493, 688 O493, 688 O493, 688	Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol (Sinch Call applicable) SIRIUS XM HOLDINGS INC: [(SIRI)] Director (Sinch all applicable) Sinch (Middle) O2/10/2021 4. If Amendment, Date Original Filed Membr/Day/Year) ORK, NY 10020 ORK, NY 10020 ORK, NY 10020 Controller Table 1 - Non-Derivative Securities Acquired (A) or Disposed of Date (Month/Day/Year) (Month/Day/Year) Oxford Table 1 - Non-Derivative Securities Acquired (A) or Disposed of Date (Month/Day/Year) Oxford Oxford Oxford Oxford Table 1 - Non-Derivative Securities Acquired (A) or Disposed of Date (Month/Day/Year) Oxford Oxford Oxford Oxford Oxford Table 1 - Non-Derivative Securities Acquired (A) or Disposed of Date (Month/Day/Year) Oxford Oxford

Reporting Owners

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

Signatures

s/Patrick L. Donnelly, attorney in fact	02/11/2021

**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 surrender of common stock to the Company to cover withholding taxes upon the vesting of restricted stock units and related dividends.

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.