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)		I											
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) 02/26/2021						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)		Tal	ble I - No	n-Der	ivative S	Securities	Acqu	ired, Dispe	osed of, or I	Beneficially	Owned	
(Instr. 3)		Execution Date, if any		f Code (Instr. 8)					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			Ownership (Instr. 4)	
	02/26/2021			A		473 (1	A	\$ 0	308,152	,		D	
									23,539			I	By 401(k) Plan
separate line to	Table II - l	Derivative Secu	ıritic	es Acquir	Pers cont the f	ons whained in orm dis	no respor n this for splays a o	m are curre eficial	not requesting ntly valid	uired to res OMB cont	spond unle	ess	C 1474 (9-02)
Date (Month/Day/Y	Execution Da any	Code	on 1 () () () () () () () () () (Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		Ame Und Secu	Imount of Inderlying ecurities Instr. 3 and		Derivative Securities Beneficially Owned Following Reported	Owner Form of Deriva Securit Direct or Indi	f Benefici Ownersh y: (Instr. 4)	
				, ,									
ı	(Street) 10020 (State) a separate line for Date	of Reporting Person* FRICK L (First) (Middle) F THE AMERICAS (Street) 10020 (State) (Zip) 2. Transaction Date (Month/Day/Year) 02/26/2021 Table II - I (3. Transaction Date (Month/Day/Year) 3. Transaction Compared to the compar	2. Issuer Nar SIRIUS XN SIRIUS XN 3. Date of Ear 02/26/2021 (Street) 4. If Amendment 10020 (State) 2. Transaction Date (Month/Day/Year) 02/26/2021 2. Transaction Date (Month/Day/Year) 02/26/2021 Table II - Derivative Securities beneficiall (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)	2. Issuer Name and SIRIUS XM Here (First) (Middle) (Middl	2. Issuer Name and Ticker SIRIUS XM HOLDING (First) (Middle) 3. Date of Earliest Transaction O2/26/2021 (Street) 4. If Amendment, Date Original O2/26/2021 (State) (Zip) Table I - No 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction O2/26/2021 A 2. Transaction Date (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or of Code (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. 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 02/26/2021 (Street) 4. If Amendment, Date Original Fi 10020 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (e.g., puts, calls, warrants, options) (e.g., puts, calls, warrants, options) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 3. Transaction Code (Instr. 8) Pers cont (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Issuer Name and Ticker or Tra SIRIUS XM HOLDINGS IN 3. Date Garliest Transaction (Mo Code (Instr. 8)	2. Issuer Name and Ticker or Trading Systraick L SIRIUS XM HOLDINGS INC. [(Something First) (Middle) (2. Issuer Name and Ticker or Trading Symbol SIRICK L (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2021 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 10020 (State) (Zip) Table I - Non-Derivative Securities Execution 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) 3. Transaction Code (Instr. 8) (Instr. 3, 4 and 5) (A) or Disposed of (Instr. 8) (B) or the form displays a contained in this for the form displays a contained in this form displays a	2. Issuer Name and Ticker or Trading Symbol SIRICK L SIRIUS XM HOLDINGS INC. [(SIRI)]	Simple S	Size Continue Co	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) (Check all application of the American Check all application of the Check all application of th	Size Size

Reporting Owners

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

Signatures

/s/ Patrick L Donnelly	03/02/2021		
**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).

On February 26, 2021, 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, February 10, 2021. 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.