

# 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

### 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>BARRY THOMAS D</b>			2. Issuer Name and Ticker or Trading Symbol <b>SIRIUS XM HOLDINGS INC. [(SIRI)]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Senior VP &amp; Controller</b>		
(Last) 1221 AVENUE OF THE AMERICAS	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/29/2022					
(Street) NEW YORK, NY 10020			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/29/2022		M		317,025	A	\$ 5.86	736,217	D	
Common Stock	07/29/2022		M		307,785	A	\$ 5.73	1,044,002	D	
Common Stock	07/29/2022		M		108,764	A	\$ 5.74	1,152,766	D	
Common Stock	07/29/2022		S		40,793	D	\$ 6.51	1,111,973	D	
Common Stock	07/29/2022		F		102,467	D	\$ 6.51 (U)	1,009,506	D	
Common Stock	07/29/2022		F		289,632	D	\$ 6.515 (U)	719,874	D	
Common Stock	07/29/2022		F		301,210	D	\$ 6.525 (U)	418,664	D	
Common Stock								14,895	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 5.86	07/29/2022		M		317,025	02/01/2019	02/01/2028	Common Stock	317,025	\$ 5.86	0	D	
Stock Option (Right to Buy)	\$ 5.73	07/29/2022		M		307,785	02/01/2020	02/01/2029	Common Stock	307,785	\$ 5.73	0	D	
Stock Option (Right to Buy)	\$ 5.74	07/29/2022		M		108,764	02/16/2022	02/16/2031	Common Stock	108,764	\$ 5.74	217,530	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 <small>Signature of Reporting Person</small>		08/01/2022 <small>Date</small>
--	--	-----------------------------------

## 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 exercise price of the stock option referenced in Table II and associated taxes which was paid by way of the withholding by the Company of shares with a value equal to the exercise price and such taxes.

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.