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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>MAFFEI GREGORY B</u>  (Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS  (Street) NEW YORK NY 10020  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SIRIUS XM HOLDINGS INC. [ (SIRI) ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 <sup>(1)</sup>	09/09/2024		A <sup>(1)</sup>		75,950	A	\$0 <sup>(1)</sup>	835,463	D	
Common Stock <sup>(2)</sup>	09/09/2024		J	V	4,706,435	A	\$0 <sup>(2)</sup>	5,541,898	D	
Common Stock <sup>(1)</sup>	09/09/2024		D <sup>(1)</sup>		759,513	D	\$0 <sup>(1)</sup>	4,782,385 <sup>(3)</sup>	D	
Common Stock <sup>(2)</sup>	09/09/2024		J	V	520,840	A	\$0 <sup>(2)</sup>	520,840	I	By GRAT

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$4.61	09/09/2024		D <sup>(4)</sup>			36,600	05/19/2018	05/19/2027	Common Stock	36,600	(4)	0.0000	D	
Stock Option (Right to Buy)	\$3.65	09/09/2024		D <sup>(4)</sup>			76,100	05/20/2016	05/20/2025	Common Stock	76,100	(4)	0.0000	D	
Stock Option (Right to Buy)	\$3.71	09/09/2024		D <sup>(4)</sup>			79,500	05/25/2017	05/25/2026	Common Stock	79,500	(4)	0.0000	D	
Stock Option (Right to Buy)	\$6.81	09/09/2024		D <sup>(4)</sup>			24,700	06/05/2019	06/05/2028	Common Stock	24,700	(4)	0.0000	D	
Stock Option (Right to Buy)	\$26.2	09/09/2024		A <sup>(5)</sup>		319,878		09/09/2024	03/03/2030	Common Stock	319,878	(5)	319,878	D	
Stock Option (Right to Buy)	\$35.69	09/09/2024		A <sup>(5)</sup>		545,029		09/09/2024	03/05/2025	Common Stock	545,029	(5)	545,029	D	
Stock Option (Right to Buy)	\$34.05	09/09/2024		A <sup>(5)</sup>		422,677		09/09/2024	03/06/2026	Common Stock	422,677	(5)	422,677	D	
Stock Option (Right to Buy)	\$37.63	09/09/2024		A <sup>(5)</sup>		182,807		09/09/2024	03/09/2029	Common Stock	182,807	(5)	182,807	D	
Stock Option (Right to Buy)	\$38.08	09/09/2024		A <sup>(5)</sup>		220,906		09/09/2024	03/10/2028	Common Stock	220,906	(5)	220,906	D	
Stock Option (Right to Buy)	\$33.49	09/09/2024		A <sup>(5)</sup>		333,882		09/09/2024	03/11/2027	Common Stock	333,882	(5)	333,882	D	
Stock Option (Right to Buy)	\$46.1	09/09/2024		A <sup>(4)</sup>		3,660		09/09/2024	05/19/2027	Common Stock	3,660	(4)	3,660	D	
Stock Option (Right to Buy)	\$36.5	09/09/2024		A <sup>(4)</sup>		7,610		09/09/2024	05/20/2025	Common Stock	7,610	(4)	7,610	D	
Stock Option (Right to Buy)	\$37.1	09/09/2024		A <sup>(4)</sup>		7,950		09/09/2024	05/25/2026	Common Stock	7,950	(4)	7,950	D	
Stock Option (Right to Buy)	\$68.1	09/09/2024		A <sup>(4)</sup>		2,470		09/09/2024	06/05/2028	Common Stock	2,470	(4)	2,470	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$35.38	09/09/2024		A <sup>(5)</sup>		572,906		09/09/2024	12/10/2027	Common Stock	572,906	(5)	572,906	D	
Stock Option (Right to Buy)	\$39.58	09/09/2024		A <sup>(5)</sup>		798,173		09/09/2024	12/15/2026	Common Stock	798,173	(5)	798,173	D	

**Explanation of Responses:**

1. Represents disposition of common stock of Sirius XM Holdings Inc. ("Old Sirius XM") and acquisition of common stock of Liberty Sirius XM Holdings Inc. ("New Sirius XM") at an exchange rate of ten (10) shares of Old Sirius XM common stock to one (1) New Sirius XM share of common stock, rounded down to the nearest whole share, in connection with the September 9, 2024 merger of Radio Merger Sub, LLC with and into Old Sirius XM, with Old Sirius XM continuing as the surviving company (the "Merger") pursuant to the Agreement and Plan of Merger, dated as of December 11, 2023, as amended (the "Merger Agreement"). Includes the disposition of restricted stock units associated with shares of common stock of Old Sirius XM and acquisition of restricted stock units associated with shares of common stock of New Sirius XM in connection with the Merger. Following the closing of the Merger, New Sirius XM changed its name to Sirius XM Holdings Inc and Old Sirius XM changed its name to Sirius XM Inc.

2. On September 9, 2024, Liberty Media Corporation ("Liberty Media") redeemed (the "Redemption") each outstanding share of Series A Liberty Series A common stock ("LSXMA"), Series B Liberty SiriusXM common stock ("LSXMB") and Series C Liberty Sirius XM common stock ("LSXMK" and together with LSXMA and LSXMB, the "Liberty SiriusXM common stock") in exchange for 0.83750 (the "Exchange Ratio") shares of common stock, par value \$0.001 per share, of Liberty Sirius XM Holdings Inc. New Sirius XM, with cash being paid to entitled record holders of Liberty SiriusXM common stock in lieu of any fractional shares of common stock of New Sirius XM. Amounts include former restricted stock units associated with shares of common stock of New Sirius XM received in exchange for restricted stock units associated with Liberty SiriusXM common stock received in the Redemption.

3. Represents the number of shares of common stock beneficially owned following the transactions described herein.

4. Disposition of options to acquire shares of common stock of Old Sirius XM outstanding prior to the closing of the Merger and the acquisition of options to acquire shares of common stock of New Sirius XM in connection with the Merger. Each ten (10) options to acquire shares of common stock of Old Sirius XM resulted in the issuance of one (1) option to acquire shares of common stock of New Sirius XM, rounded down to the nearest whole option.

5. In connection with the Redemption, all option awards held by the reporting person related to Liberty SiriusXM common stock (each, an "LSXM Award") were converted into option awards of New Sirius XM. The number of shares of New Sirius XM common stock subject to such option award was determined to be the product of (x) the Exchange Ratio multiplied by (y) the number of shares of Liberty SiriusXM common stock subject to the LSXM Award, with the result rounded down to the nearest whole share of New Sirius XM common stock. Similarly, the per share exercise price of such option award was determined to be the quotient of (x) the exercise price per share of the LSXM Award divided by (y) the Exchange Ratio, with the result rounded up to the nearest whole cent. These adjustments were approved by New Sirius XM's board of directors pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Each LSXM Award vested and became exercisable upon the effective time of the Merger.

/s/Patrick L. Donnelly, attorney in fact 09/11/2024

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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