

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER 001-34295

**SIRIUS XM HOLDINGS INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**1221 Avenue of the Americas, 36th Floor  
New York, New York**

*(Address of principal executive offices)*

**38-3916511**

*(I.R.S. Employer Identification Number)*

**10020**

*(Zip Code)*

**Registrant's telephone number, including area code: (212) 584-5100**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class:**

**Name of Each Exchange on Which Registered:**

Common Stock, par value \$0.001 per share

The Nasdaq Global Select Market

**Securities registered pursuant to Section 12(g) of the Act:**

None

**(Title of class)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates as of June 30, 2015 was \$8,252,527,278. All executive officers and directors of the registrant have been deemed, solely for the purpose of the foregoing calculation, to be "affiliates" of the registrant.

The number of shares of the registrant's common stock outstanding as of January 29, 2016 was 5,095,994,772.

**DOCUMENTS INCORPORATED BY REFERENCE**

Information included in our definitive proxy statement for our 2016 annual meeting of stockholders scheduled to be held on Tuesday, May 24, 2016 is incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III of this report.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**2015 FORM 10-K ANNUAL REPORT**  
**TABLE OF CONTENTS**

<u>Item No.</u>	<u>Description</u>	
<b><u>PART I</u></b>		
<a href="#">Item 1.</a>	<a href="#">Business</a>	2
<a href="#">Item 1A.</a>	<a href="#">Risk Factors</a>	10
<a href="#">Item 1B.</a>	<a href="#">Unresolved Staff Comments</a>	16
<a href="#">Item 2.</a>	<a href="#">Properties</a>	17
<a href="#">Item 3.</a>	<a href="#">Legal Proceedings</a>	17
<a href="#">Item 4.</a>	<a href="#">Mine Safety Disclosures</a>	18
<b><u>PART II</u></b>		
<a href="#">Item 5.</a>	<a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	19
<a href="#">Item 6.</a>	<a href="#">Selected Financial Data</a>	21
<a href="#">Item 7.</a>	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	22
<a href="#">Item 7A.</a>	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	40
<a href="#">Item 8.</a>	<a href="#">Financial Statements and Supplementary Data</a>	40
<a href="#">Item 9.</a>	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	40
<a href="#">Item 9A.</a>	<a href="#">Controls and Procedures</a>	41
<a href="#">Item 9B.</a>	<a href="#">Other Information</a>	41
<b><u>PART III</u></b>		
<a href="#">Item 10.</a>	<a href="#">Directors, Executive Officers and Corporate Governance</a>	41
<a href="#">Item 11.</a>	<a href="#">Executive Compensation</a>	42
<a href="#">Item 12.</a>	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	42
<a href="#">Item 13.</a>	<a href="#">Certain Relationships and Related Transactions and Director Independence</a>	42
<a href="#">Item 14.</a>	<a href="#">Principal Accountant Fees and Services</a>	42
<b><u>PART IV</u></b>		
<a href="#">Item 15.</a>	<a href="#">Exhibits and Financial Statement Schedules</a>	42
	<a href="#">Signatures</a>	43

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**PART I**

**ITEM 1. BUSINESS**

This Annual Report on Form 10-K presents information for Sirius XM Holdings Inc. (“Holdings”). The terms “we,” “us,” “our,” and “our company” as used herein and unless otherwise stated or indicated by context, refer to Sirius XM Radio Inc. (“Sirius XM”) and its subsidiaries.

**Sirius XM Holdings Inc.**

Sirius XM is a wholly-owned subsidiary of Holdings. Holdings was incorporated in the State of Delaware on May 21, 2013. Holdings has no operations independent of its subsidiary Sirius XM.

**Relationship with Liberty Media**

Liberty Media Corporation (“Liberty Media”) beneficially owns, directly and indirectly, over 50% of the outstanding shares of Holdings’ common stock. Liberty Media owns interests in a range of media, communications and entertainment businesses.

**Sirius XM Radio Inc.**

We transmit music, sports, entertainment, comedy, talk, news, traffic and weather channels, as well as infotainment services, in the United States on a subscription fee basis through our two proprietary satellite radio systems. Subscribers can also receive music and other channels, plus features such as SiriusXM On Demand and MySXM, over our Internet radio service, including through applications for mobile devices.

As of December 31, 2015, we had approximately 29.6 million subscribers. Our subscribers include:

- subscribers under our regular and discounted pricing plans;
- subscribers that have prepaid, including payments made or due from automakers for subscriptions included in the sale or lease price of a vehicle;
- subscribers to our Internet services who do not also have satellite radio subscriptions; and
- certain subscribers to our weather, traffic and data services who do not also have satellite radio subscriptions.

Our primary source of revenue is subscription fees, with most of our customers subscribing on an annual, semi-annual, quarterly or monthly basis. We offer discounts for prepaid and longer term subscription plans as well as discounts for multiple subscriptions. We also derive revenue from the sale of advertising on select non-music channels, activation and other fees, the direct sale of satellite radios and accessories, and other ancillary services, such as our weather, traffic and data services.

Our satellite radios are primarily distributed through automakers; retail stores nationwide; and through our website. We have agreements with every major automaker to offer satellite radios in their vehicles. Satellite radio services are also offered to customers of certain rental car companies.

We are also a leader in providing connected vehicle applications and services. Our connected vehicle services are designed to enhance the safety, security and driving experience for vehicle operators while providing marketing and operational benefits to automakers and their dealers. Subscribers to our connected vehicle services are not included in our subscriber count or subscriber-based operating metrics.

**Programming**

We offer a dynamic programming lineup of commercial-free music plus sports, entertainment, comedy, talk, news, traffic and weather, including:

- an extensive selection of music genres, ranging from rock, pop and hip-hop to country, dance, jazz, Latin and classical;
- live play-by-play sports from major leagues and colleges;
- a multitude of talk and entertainment channels for a variety of audiences;
- a wide range of national, international and financial news;
- exclusive limited run channels; and
- local traffic and weather reports for 21 metropolitan markets throughout the United States.

Our diverse spectrum of programming, including our lineup of exclusive material, is a significant differentiator from terrestrial radio and other audio entertainment providers. We make changes to our programming lineup from time to time as we strive to attract new subscribers and offer content which appeals to a broad range of audiences and to our existing subscribers. The channel line-ups for our services are available at [siriusxm.com](http://siriusxm.com).

### **Internet Radio Service**

We stream select music and non-music channels over the Internet. Our Internet radio service also includes certain channels and features that are not available on our satellite radio service. Access to our Internet radio service is offered to subscribers for a fee. We also offer applications to allow consumers to access our Internet radio service on smartphones and tablet computers.

SiriusXM Internet Radio offers listeners enhanced programming discovery and the ability to connect with content currently playing across our commercial-free music, sports, comedy, news, talk and entertainment channels or available through SiriusXM On Demand.

We offer two innovative Internet-based products, SiriusXM On Demand and MySXM. SiriusXM On Demand offers our Internet radio subscribers listening on our online media player and on smartphones the ability to choose their favorite episodes from a catalog of content whenever they want. MySXM permits subscribers to personalize our existing commercial-free music and comedy channels to create a more tailored listening experience. Channel-specific sliders allow users to create over 100 variations of each of more than 50 channels by adjusting characteristics like library depth, familiarity, music style, tempo, region, and multiple other channel-specific attributes. SiriusXM On Demand and MySXM are offered to our Internet radio subscribers at no extra charge.

### **SXM17**

We are developing a product, which we call "SXM17," that combines our satellite and Internet services into a single, cohesive in-vehicle entertainment experience and is expected to allow us to take advantage of the automaker's deployment of advanced in-dash infotainment systems. SXM17 will leverage the ubiquitous signal coverage of our satellite infrastructure and low delivery costs with the two-way communication capability of wireless Internet service to provide consumers seamless access to all of our content, including our live channels, SiriusXM On Demand programming and more personalized music services. The wireless Internet connection included in SXM17 will enable enhanced search and recommendations functions, making discovery of our content in the vehicle easier than ever. SXM17 will allow consumers to manage many aspects of their subscriptions directly through their vehicles' equipment. We expect automakers to begin including our SXM17 product in vehicles as early as 2017.

### **Distribution of Radios**

#### ***Automakers***

We distribute satellite radios through the sale and lease of new vehicles. We have agreements with every major automaker to offer satellite radios in their vehicles. Satellite radios are available as a factory or dealer-installed option in substantially all vehicle makes sold in the United States.

Most automakers include a subscription to our radio service in the sale or lease of their new vehicles. In certain cases, we receive subscription payments from automakers in advance of the activation of our service. We share with certain automakers a portion of the revenues we derive from subscribers using vehicles equipped to receive our service. We also reimburse various automakers for certain costs associated with the satellite radios installed in new vehicles, including in certain cases hardware costs, engineering expenses and promotional and advertising expenses.

#### ***Previously Owned Vehicles***

We acquire subscribers through the sale and lease of previously owned vehicles with factory-installed satellite radios. We have entered into agreements with many automakers to market subscriptions to purchasers and lessees of vehicles which include satellite radios sold through their certified pre-owned programs. We also work directly with franchise and independent dealers on programs for non-certified vehicles.

We have developed systems and methods to identify purchasers and lessees of previously owned vehicles which include satellite radios and have established marketing plans to promote our services to these potential subscribers.

***Retail***

We sell satellite radios directly to consumers through our website. Satellite radios are also marketed and distributed through national and regional retailers.

**Our Satellite Radio Systems**

Our satellite radio systems are designed to provide clear reception in most areas despite variations in terrain, buildings and other obstructions. We continually monitor our infrastructure and regularly evaluate improvements in technology.

Our satellite radio systems have three principal components:

- satellites, terrestrial repeaters and other satellite facilities;
- studios; and
- radios.

***Satellites, Terrestrial Repeaters and Other Satellite Facilities***

*Satellites.* We provide our service through a fleet of eight orbiting satellites, five in the Sirius system, FM-1, FM-2, FM-3, FM-5 and FM-6, and three in the XM system, XM-3, XM-4 and XM-5.

Our constellation of three XM satellites operate in a geostationary, with XM-5 used as a spare for both the XM and Sirius constellations. Our constellation of five Sirius satellites operate in two separate orbits. Three of our Sirius satellites, FM-1, FM-2 and FM-3, operate in a highly inclined elliptical orbit. The other two Sirius satellites, FM-5 and FM-6, operate in a geostationary orbit. We plan to transition our Sirius constellation to solely a geostationary orbit using the FM-5 and FM-6 satellites. As part of this transition, FM-1, FM-2 and FM-3 are expected to be moved into disposal orbits during 2016.

*Satellite Insurance.* We do not have in-orbit insurance policies covering our satellites, as we consider the premium costs to be uneconomical relative to the risk of satellite failure.

*Terrestrial Repeaters.* In some areas with high concentrations of tall buildings, such as urban centers, signals from our satellites may be blocked and reception of satellite signals can be adversely affected. In many of these areas, we have deployed terrestrial repeaters to supplement satellite coverage. We operate over 1,100 terrestrial repeaters as part of our systems across the United States.

*Other Satellite Facilities.* We control and communicate with our satellites from facilities in North America and maintain earth stations in Panama and Ecuador to control and communicate with three of our Sirius satellites, FM-1, FM-2 and FM-3. Our satellites are monitored, tracked and controlled by a third party satellite operator.

***Studios***

Our programming originates from studios in New York City and Washington D.C. and, to a lesser extent, from smaller studios in Los Angeles, Nashville and a variety of smaller venues across the country. Our corporate headquarters is based in New York City. Both our New York City and Washington D.C. offices house facilities for programming origination, programming personnel and facilities to transmit programming.

***Radios***

Radios are primarily manufactured in two principal configurations - as in-dash radios and dock & play radios.

We do not manufacture radios. We have authorized manufacturers and distributors to produce and distribute radios, and have licensed our technology to various electronics manufacturers to develop, manufacture and distribute radios under certain brands. We do manage various aspects of the production of satellite radios. To facilitate the sale of radios, we may subsidize a portion of the radio manufacturing costs to reduce the hardware price to consumers.

## **Connected Vehicle Services**

We are a leader in providing connected vehicle services. Our connected vehicle services are designed to enhance the safety, security and driving experience for vehicle operators while providing marketing and operational benefits to automakers and their dealers. We offer a portfolio of location-based services through two-way wireless connectivity, including safety, security, convenience, maintenance and data services, remote vehicles diagnostics, stolen or parked vehicle locator services, and monitoring of vehicle emission systems. Our connected vehicle business provides services to several automakers, including Acura, BMW, Honda, Hyundai, Infiniti, Lexus, Nissan and Toyota.

Subscribers to our connected vehicle services are not included in our subscriber count or subscriber-based operating metrics.

## **Canada**

We own approximately 37% of the equity of Sirius XM Canada Holdings Inc. ("Sirius XM Canada"), the satellite radio provider in Canada. Subscribers to the services offered by Sirius XM Canada are not included in our subscriber count.

## **Other Services**

*Commercial Accounts.* Our programming is available for commercial establishments. Commercial subscription accounts are available through providers of in-store entertainment solutions and directly from us. Certain commercial subscribers are included in our subscriber count.

*Satellite Television Service.* Certain of our music channels are offered as part of certain programming packages on the DISH Network satellite television service. Subscribers to the DISH Network satellite television service are not included in our subscriber count.

Subscribers to the following services are not included in our subscriber count, unless the applicable service is purchased by the subscriber separately and not as part of a radio subscription to our services:

*Travel Link.* We offer Travel Link, a suite of data services that includes graphical weather, fuel prices, sports schedules and scores and movie listings.

*Real-Time Traffic Services.* We offer services that provide graphic information as to road closings, traffic flow and incident data to consumers with compatible in-vehicle navigation systems.

*Real-Time Weather Services.* We offer several real-time weather services designed for improving situational awareness in vehicle, marine and/or aviation use.

## **Competition**

### *Satellite Radio*

We face significant competition for both listeners and advertisers in our satellite radio business, including from providers of radio or other audio services. Our digital competitors are making in-roads into vehicles, where we are currently the prominent alternative to traditional AM/FM radio.

*Traditional AM/FM Radio.* Our services compete with traditional AM/FM radio. Several traditional radio companies are substantial entities owning large numbers of radio stations or other media properties. The radio broadcasting industry is highly competitive. Traditional AM/FM broadcasters are also aggressively pursuing Internet radio, wireless Internet-based distribution arrangements and data services.

Traditional AM/FM radio has a well-established demand for its services and offers free broadcasts paid for by commercial advertising rather than by subscription fees. Many radio stations offer information programming of a local nature, such as local news and sports. The availability of traditional free AM/FM radio reduces the likelihood that customers would be willing to pay for our subscription services and, by offering free broadcasts, it may impose limits on what we can charge for our services.

*Internet Radio and Internet-Enabled Smartphones.* Internet radio services often have no geographic limitations and provide listeners with radio programming from across the country and around the world. Major media companies and online providers, including Apple, Google Play, Pandora and iHeartRadio, make high fidelity digital streams available through the Internet for free or, in some cases, for less than the cost of a satellite radio subscription. These services compete directly with our services, at home, in vehicles, and wherever audio entertainment is consumed.

Smartphone applications are often free to the user and offer music and talk content. Leading audio smartphone radio applications include Apple, Pandora, Spotify, and iHeartRadio. Certain of these applications also include advanced functionality, such as personalization, and allow the user to access large libraries of content. These services are easily integrated into vehicles.

*Advanced In-Dash Infotainment Systems.* Nearly all automakers have deployed or are planning to deploy integrated multimedia systems in dashboards. These systems combine control of audio entertainment from a variety of sources, including AM/FM/HD radio broadcasts, satellite radio, Internet radio, smartphone applications and stored audio, with navigation and other advanced applications such as restaurant bookings, movie show times and financial information. Internet radio and other data are typically connected to the system via a bluetooth link to an Internet-enabled smartphone or wireless modem installed in the vehicle, and the entire system may be controlled by touchscreen or voice recognition. These systems enhance the attractiveness of Internet-based competitors by making such applications more prominent, easier to access, and safer to use in the car. Similar systems are also available in the aftermarket and sold through retailers.

*Direct Broadcast Satellite and Cable Audio.* A number of providers offer specialized audio services through either direct broadcast satellite or cable audio systems. These services are targeted to fixed locations, mostly in-home. The radio service offered by direct broadcast satellite and cable audio is often included as part of a package of digital services with video service, and video customers generally do not pay an additional monthly charge for the audio service.

*Other Digital Media Services.* The audio entertainment marketplace continues to evolve rapidly, with a steady emergence of new media platforms that compete with our services now or that could compete with those services in the future.

#### **Traffic News Services**

A number of providers compete with our traffic news services. In-dash navigation is threatened by smartphones that provide data services through a direct vehicle interface. Most of these smartphones offer GPS mapping, often with turn-by-turn navigation.

#### **Connected Vehicle Services**

Our connected vehicle services business operates in a highly competitive environment and competes with several providers, including Verizon Telematics. OnStar, a division of General Motors, also offers connected vehicle services in GM vehicles. We also compete with wireless devices such as mobile phones, carriers of mobile communications and, to a lesser extent, with systems developed internally by automakers. We compete against other connected vehicle service providers for automaker arrangements on the basis of service quality and reliability, technical capabilities and systems customization, scope of service, industry experience, past performance and price.

#### **Government Regulation**

As operators of a privately-owned satellite system, we are regulated by the FCC under the Communications Act of 1934, principally with respect to:

- the licensing of our satellite systems;
- preventing interference with or to other users of radio frequencies; and
- compliance with FCC rules established specifically for U.S. satellites and satellite radio services.

Any assignment or transfer of control of our FCC licenses must be approved by the FCC. The FCC's order approving the merger of our wholly-owned subsidiary, Vernon Merger Corporation, with and into XM Satellite Radio Holdings Inc. in July 2008 (the "Merger") requires us to comply with certain voluntary commitments we made as part of the FCC Merger proceeding. We believe we comply with those commitments.

In 1997, we were the winning bidders for FCC licenses to operate a satellite digital audio radio service and provide other ancillary services. Our FCC licenses for our Sirius satellites expire in 2017 and 2022. Our FCC licenses for our XM satellites expire in 2018, 2021 and 2022. XM-1 is operating under Special Temporary Authority from the FCC and is in the process of being de-orbited. We anticipate that, absent significant misconduct on our part, the FCC will renew our licenses to permit operation of our satellites for their useful lives, and grant licenses for any replacement satellites.

In some areas with high concentrations of tall buildings, such as urban centers, signals from our satellites may be blocked and reception can be adversely affected. In many of these areas, we have installed terrestrial repeaters to supplement our satellite signal coverage. The FCC has established rules governing terrestrial repeaters and has granted us a license through 2027 to operate our repeater network.

In many cases, we obtain FCC certifications for satellite radios, including satellite radios that include FM modulators. We believe our radios that are in production comply with all applicable FCC rules.

We are required to obtain export licenses from the United States government to export certain ground control equipment, satellite communications/control services and technical data related to our satellites and their operations. The delivery of such equipment, services and technical data to destinations outside the United States and to foreign persons is subject to strict export control and prior approval requirements from the United States government (including prohibitions on the sharing of certain satellite-related goods and services with China).

Changes in law or regulations relating to communications policy or to matters affecting our services could adversely affect our ability to retain our FCC licenses or the manner in which we operate.

### **Copyrights to Programming**

In connection with our satellite radio music programming, we must negotiate and enter into royalty arrangements with two sets of rights holders: Holders of copyrights in musical works (that is, the music and lyrics) and holders of copyrights in sound recordings (that is, the actual recording of a work).

Musical works rights holders, generally songwriters and music publishers, have been traditionally represented by performing rights organizations such as the American Society of Composers, Authors and Publishers (“ASCAP”), Broadcast Music, Inc. (“BMI”) and SESAC, Inc. (“SESAC”). These organizations negotiate fees with copyright users, collect royalties and distribute them to the rights holders. We have arrangements with all of these organizations. However, the market for rights relating to musical works is changing rapidly. Certain songwriters and music publishers have withdrawn from the traditional performing rights organizations, particularly ASCAP and BMI, and new entities have formed to represent rights holders. In addition, the United States Justice Department is reviewing the consent decrees that have governed ASCAP and BMI since the 1940s and other aspects of the musical works market. The changing market for musical works may have an adverse effect on us, including increasing our costs or limiting the musical works available to us.

Sound recording rights holders, typically large record companies, are primarily represented by SoundExchange, an organization which negotiates licenses, and collects and distributes royalties on behalf of record companies and performing artists. Under the Digital Performance Right in Sound Recordings Act of 1995 and the Digital Millennium Copyright Act of 1998, we may negotiate royalty arrangements with the owners of sound recordings fixed after February 15, 1972, or if negotiation is unsuccessful, the royalty rate is established by the Copyright Royalty Board (the “CRB”) of the Library of Congress.

The CRB has issued its determination regarding the royalty rate payable by us under the statutory license covering the performance of sound recordings fixed after February 15, 1972 over our satellite digital audio radio service, and the making of ephemeral (server) copies in support of such performances, for the five-year period ending on December 31, 2017. Under the terms of the CRB's decision, we will pay a royalty based on gross revenues, subject to certain exclusions, of 10.5% for 2016 and 11% for 2017. The rate for 2015 was 10%.

The revenue subject to royalty includes subscription revenue from our U.S. satellite digital audio radio subscribers and advertising revenue from channels, other than those channels that make only incidental performances of sound recordings. Exclusions from revenue subject to the statutory license fee include, among other things, revenue from channels, programming and products or other services offered for a separate charge where such channels make only incidental performances of sound recordings; revenue from equipment sales; revenue from current and future data services (including video and connected vehicle services) offered for a separate charge; intellectual property royalties received by us; credit card, invoice and fulfillment service fees; and bad debt expense. The regulations also allow us to further reduce our monthly royalty fee in proportion to the percentage of our performances that feature pre-1972 recordings (which are not subject to federal copyright protection) as well as those that are licensed directly from the copyright holder, rather than through the statutory license.

To secure the rights to stream music content over the Internet, including to mobile devices, we also must obtain licenses from, and pay royalties to, copyright owners of musical compositions and sound recordings. We have arrangements with ASCAP, SESAC and BMI to license the musical compositions we stream over the Internet. The licensing of certain sound recordings fixed after February 15, 1972 for use on the Internet is also subject to the Digital Performance Right in Sound Recordings Act of 1995 and the Digital Millennium Copyright Act of 1998 on terms established by the CRB. In 2015, we paid a per performance rate for the streaming of certain sound recordings on the Internet of \$0.0024.

In December 2015, the CRB released the rates and terms for the use of sound recordings by non-interactive Internet services, such as our Internet radio service, for the period of 2016 through 2020. Effective as of January 1, 2016, the CRB set a royalty rate at \$0.0017 per performance for ad-supported services and a royalty rate at \$0.0022 per performance for subscription-based services. In accordance with the CRB's decision, these royalty rates will increase during the period from 2017 through 2020 based on the consumer price index.

Our rights to perform certain copyrighted sound recordings (that is, the actual recording of a work) that were fixed after February 15, 1972 are governed by United States federal law, the Copyright Act. In contrast, our rights to perform certain sound recordings that were fixed before February 15, 1972 are governed by state statutes and common law and are subject to litigation in five States. See "Item 3. Legal Proceedings" below.

#### Trademarks

We have registered, and intend to maintain, the trademarks "Sirius", "XM", "SiriusXM" and "SXM" with the United States Patent and Trademark Office in connection with the services we offer. We are not aware of any material claims of infringement or other challenges to our right to use the "Sirius", "XM", "SiriusXM" or "SXM" trademarks in the United States. We also have registered, and intend to maintain, trademarks for the names of certain of our channels. We have also registered the trademarks "Sirius", "XM" and "SiriusXM" in Canada. We have granted a license to use certain of our trademarks in Canada to Sirius XM Canada.

#### Personnel

As of December 31, 2015, we had 2,323 full-time employees. In addition, we rely upon a number of part-time employees, consultants, other advisors and outsourced relationships. None of our employees are represented by a labor union, and we believe that our employee relations are good.

#### Corporate Information and Available Information

Our executive offices are located at 1221 Avenue of the Americas, 36th floor, New York, New York 10020 and our telephone number is (212) 584-5100. Our internet address is [www.siriusxm.com](http://www.siriusxm.com). Our annual, quarterly and current reports, and any amendments to those reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be accessed free of charge through our website after we have electronically filed or furnished such material with the SEC. [www.siriusxm.com](http://www.siriusxm.com) (including any other reference to such address in this Annual Report) is an inactive textual reference only, meaning that the information contained on or accessible from the website is not part of this Annual Report on Form 10-K and is not incorporated in this report by reference.

#### Executive Officers of the Registrant

Certain information regarding our executive officers as of January 29, 2016 is provided below:

Name	Age	Position
James E. Meyer	61	Chief Executive Officer
Scott A. Greenstein	56	President and Chief Content Officer
David J. Frear	59	Senior Executive Vice President and Chief Financial Officer
Dara F. Altman	57	Executive Vice President and Chief Administrative Officer
James A. Cady	55	Executive Vice President, Operations, Products and Connected Vehicle
Stephen Cook	60	Executive Vice President, Sales and Automotive
Patrick L. Donnelly	54	Executive Vice President, General Counsel and Secretary
Katherine Kohler Thomson	49	Executive Vice President, Chief Marketing Officer
Joseph A. Verbrugge	46	Executive Vice President, Sales and Development

*James E. Meyer* has served as our Chief Executive Officer since December 2012. From May 2004 to December 2012, Mr. Meyer was our President, Operations and Sales. Prior to May 2004, Mr. Meyer was President of Aegis Ventures Incorporated, a consulting firm that provides general management services. From December 2001 until 2002, Mr. Meyer served as special advisor to the Chairman of Thomson S.A., a leading consumer electronics company. From January 1997 until December 2001, Mr. Meyer served as the Senior Executive Vice President for Thomson as well as a member of the executive committee. From 1992 until 1996, Mr. Meyer served as Thomson's Senior Vice President of Product Management. Mr. Meyer is a director of ROVI Corporation.

*Scott A. Greenstein* has served as our President and Chief Content Officer since May 2004. Prior to May 2004, Mr. Greenstein was Chief Executive Officer of The Greenstein Group, a media and entertainment consulting firm. From 1999 until 2002, he was Chairman of USA Films, a motion picture production, marketing and distribution company. From 1997 until 1999, Mr. Greenstein was Co-President of October Films, a motion picture production, marketing and distribution company. Prior to joining October Films, Mr. Greenstein was Senior Vice President of Motion Pictures, Music, New Media and Publishing at Miramax Films, and held senior positions at Viacom Inc.

*David J. Frear* has served as our Senior Executive Vice President and Chief Financial Officer since June 2015. From June 2003 to June 2015, served as our Executive Vice President and Chief Financial Officer. From 1999 to 2003, Mr. Frear was Executive Vice President and Chief Financial Officer of Savvis Communications Corporation, a global managed service provider, delivering internet protocol applications for business customers. Mr. Frear also served as a director of Savvis. From 1993 to 1998, Mr. Frear was Senior Vice President and Chief Financial Officer of Orion Network Systems Inc., an international satellite communications company that was acquired by Loral Space & Communications Ltd. in 1998. From 1990 to 1993, Mr. Frear was Chief Financial Officer of Millicom Incorporated, a cellular, paging and cable television company. Prior to joining Millicom, he was an investment banker at Bear, Stearns & Co., Inc. and Credit Suisse.

*Dara F. Altman* has served as our Executive Vice President and Chief Administrative Officer since September 2008. From January 2006 until September 2008, Ms. Altman served as Executive Vice President, Business and Legal Affairs, of XM. Ms. Altman was Executive Vice President of Business Affairs for Discovery Communications from 1997 to 2005. From 1993 to 1997, Ms. Altman served as Senior Vice President and General Counsel of Reiss Media Enterprises, which owned Request TV, a national pay-per-view service. Before Request TV, Ms. Altman served as counsel for Home Box Office. Ms. Altman started her career as an attorney at the law firm of Willkie Farr & Gallagher LLP.

*James A. Cady* has served as our Executive Vice President, Operations, Products and Connected Vehicle, since July 2015 and, prior to July 2015, served as Senior Vice President and General Manager of our Connected Services Platform since February 2014. Mr. Cady served as the Chief Executive Officer and President of Slacker, Inc., an internet music service provider, from August 2009 until February 2014. He was the President and Chief Operating Officer of Slacker, Inc. from May 2006 until August 2009. From September 2004 until May 2006, he served as the Chief Executive Officer and President of LightPointe Communications, Inc., a manufacturer of wireless data transmission equipment. Prior to that time, Mr. Cady served in a variety of roles at an assortment of technology companies, including WatchGuard Technologies Inc., a manufacturer of computer security solutions; Rio, a division of SONICblue, Incorporated; Diamond Multimedia Systems, a manufacturer of various multimedia components; Supra Corp., a producer of hardware for computers; Moore Company, a wholesale distributor of consumer electronics; and Atari Corp., a manufacturer of computer and video games.

*Stephen Cook* has served as our Executive Vice President, Sales and Automotive, since January 2013. Mr. Cook served as our Group Vice President and General Manager, Automotive Division, from July 2008 until January 2013. Mr. Cook served as Executive Vice President, Automotive, of XM from July 2006 to July 2008. He also served as XM's Executive Vice President, Sales and Marketing, from January 2002 until July 2006, and as XM's Senior Vice President, Sales and Marketing, from February 1999 until January 2002. Prior to joining XM, Mr. Cook was Chief Operating Officer for Conxus Communications. From 1990 to 1997, Mr. Cook held management positions with GTE's cellular operations. Prior to that time, Mr. Cook worked in brand management for Procter & Gamble.

*Patrick L. Donnelly* has served as our Executive Vice President, General Counsel and Secretary, since May 1998. From June 1997 to May 1998, he was Vice President and Deputy General Counsel of ITT Corporation, a hotel, gaming and entertainment company that was acquired by Starwood Hotels & Resorts Worldwide, Inc. in February 1998. From October 1995 to June 1997, he was assistant general counsel of ITT Corporation. Prior to October 1995, Mr. Donnelly was an attorney at the law firm of Simpson Thacher & Bartlett LLP.

*Katherine Kohler Thomson* has served as our Executive Vice President, Chief Marketing Officer, since December 2013. Ms. Thomson was the President and Chief Operating Officer of the Los Angeles Times Media Group from May 2011 until November 2013. She was also the Chief Operating Officer of Tribune Publishing Company, Inc. from April 2013 until November 2013. Ms. Thomson served as Vice President, Business Operations of FLO TV, a division of Qualcomm Incorporated that delivered live television to mobile devices, from September 2009 until May 2011. From September 2008 through September 2009, she was Executive Vice President and Chief of Staff at the Los Angeles Times Media Group. She joined the Los Angeles Times Media Group from Energy Innovations, an affordable solar energy provider, where she was Chief Operating Officer from August 2007 until September 2008. Prior to that time, she spent fourteen years in a variety of positions at DIRECTV, culminating in the role of Senior Vice President, Sales and Marketing Operations.

*Joseph A. Verbrugge* has served as our Executive Vice President, Sales and Development, since December 2015. Mr. Verbrugge previously served as our Senior Vice President and General Manager, Automotive Remarketing and Retail Sales, from April 2012 until December 2015; as our Senior Vice President, Automotive Remarketing, from February 2010 until April 2012; and as our Senior Vice President, Automotive Partnerships, from September 2008 until February 2010. From January 2007 through September 2008, he was Senior Vice President, Automotive Accounts/Partnerships and International Operations, of XM; from May 2006 until January 2007, Mr. Verbrugge served as Senior Vice President, Administration and International Operations of XM; from January 2005 until May 2006, he was Vice President, International Operations, of XM; and from September 2004 until January 2005 he served as Vice President, Special Projects, of XM. Prior to joining XM, Mr. Verbrugge was a consultant with The Dealy Strategy Group LLC, a management consulting firm specializing in international satellite communications and information services companies, from 1999 until 2004. From 1992 until 1995, Mr. Verbrugge was a bond representative with Aetna Life and Casualty Company, an insurance company.

#### **ITEM 1A. RISK FACTORS**

*In addition to the other information in this Annual Report on Form 10-K, including the information under the caption Item 1. Business "Competition," the following risk factors should be considered carefully in evaluating us and our business. This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results and the timing of events could differ materially from those projected in forward-looking statements due to a number of factors, including those set forth below and elsewhere in this Annual Report on Form 10-K. See "Special Note Regarding Forward-Looking Statements" following this Item 1A. Risk Factors.*

##### ***We face substantial competition and that competition is likely to increase over time.***

We face substantial competition from other providers of radio and audio services. Our ability to retain and attract subscribers depends on our success in creating and providing popular or unique music, entertainment, news and sports programming. Our subscribers can obtain certain similar content for free through terrestrial radio stations, Internet radio services and Internet streaming services. Audio content delivered via the Internet, including through mobile devices in vehicles, is increasingly competitive with our services. A summary of various services that compete with us is contained in the section entitled "Item 1. Business-Competition" of this Annual Report on Form 10-K.

Competition could result in lower subscription, advertising or other revenue or an increase in our marketing, promotion or other expenses and, consequently, lower our earnings and free cash flow. We cannot assure you we will be able to compete successfully with our existing or future competitors or that competition will not have a material adverse impact on our operations and financial condition.

##### ***Our ability to attract and retain subscribers in the future is uncertain.***

Our ability to retain our subscribers, or increase the number of subscribers to our service, is uncertain and subject to many factors, including:

- the production and sale or lease of new vehicles in the United States;
- the price of our service;
- the health of the economy;
- the rate at which existing self-pay subscribers buy and sell new and used vehicles in the United States;
- our ability to convince owners and lessees of new and previously owned vehicles that include satellite radios to purchase subscriptions to our service;
- the effectiveness of our marketing programs;
- the entertainment value of our programming;
- our ability to respond to evolving consumer tastes, relative to the flexibility of our Internet-based competitors; and
- actions by our competitors, such as terrestrial radio and other audio entertainment and information providers.

As part of our business, we experience, and expect to experience in the future, subscriber turnover (i.e., churn). Some elements of our business strategy may result in churn increasing. For example, our efforts to increase the penetration of satellite radios in new, lower priced vehicle lines may result in the growth of economy-minded subscribers; our work to acquire subscribers purchasing or leasing pre-owned vehicles may attract subscribers of more limited economic means; and our product and marketing efforts may attract more price sensitive subscribers.

If we are unable to retain current subscribers at expected rates, or the costs of retaining subscribers are higher than expected, our financial performance and operating results could be adversely affected. We cannot predict how successful we will be at retaining customers who purchase or lease vehicles that include a subscription to our satellite radio service. We spend substantial amounts on advertising and marketing and in transactions with automakers, retailers and others to obtain and attract subscribers.

Our profitability could be adversely affected if we are unable to consistently attract new subscribers and retain our current subscribers at prices and margins consistent with our past performance.

***Consumer protection laws and their enforcement could damage our business.***

We engage in extensive marketing efforts to attract and retain subscribers to our services. We employ a wide variety of communications tools as part of our marketing campaigns, including telemarketing efforts and email solicitations. Consumer protection laws cover nearly all aspects of our marketing efforts, including the content of our advertising, the terms of consumer offers and the manner in which we communicate with subscribers and prospective subscribers. The nature of our business requires us to expend significant resources to try to ensure that our marketing activities comply with federal and state laws, rules and regulations relating to consumer protection, including laws relating to telemarketing activities and privacy. There can be no assurance that these efforts will be successful or that we will not have to expend even greater resources towards compliance efforts.

We are subject to various claims under the Telephone Consumer Protection Act (the "TCPA") relating to telephone calls our call center vendors have made to consumers and subscribers, including calls to mobile phones. Modifications to federal and state laws, rules and regulations concerning consumer protection, including decisions by federal and state courts and agencies interpreting these laws, could have an adverse impact on our ability to attract and retain subscribers to our services. There can be no assurance that new laws or regulations will not be enacted or adopted, preexisting laws or regulations will not be more strictly enforced or that our varied operations will comply with all applicable laws, which could have a material adverse impact on our operations and financial condition.

***The unfavorable outcome of pending or future litigation, including class actions alleging violations of the TCPA, could have a material adverse impact on our operations and financial condition.***

We are parties to several legal proceedings arising out of various aspects of our business, including class actions seeking substantial damages for purported violations by us, or by our call center vendors acting on our behalf, of the TCPA. The TCPA imposes significant restrictions on communications made using automatic telephone dialing systems ("ATDS") or artificial or prerecorded voices. The class actions against us allege, among other things, that we called mobile phones using an ATDS without the consumer's prior consent or, alternatively, after the consumer revoked his or her prior consent, in violation of the TCPA. Under the TCPA, such violations may result in statutory damages of up to five hundred dollars per call for inadvertent violations and up to fifteen hundred dollars per call for knowing or willful violations. Given the significant number of communications our call center vendors make to consumers and our subscribers, a determination that we, or our call center vendors acting on our behalf, have violated the TCPA could expose us to statutory damages and, if incurred, could, individually or in the aggregate, have a material adverse impact on our operations and financial condition. Further, if any indemnification claims we have against our call center vendors are unsuccessful, we may be required to pay the full amount of any damages.

The outcome of these proceedings may not be favorable, and one or more unfavorable outcomes could have a material adverse impact on our financial condition. Beyond these current proceedings, if, going forward, we fail to ensure that the telemarketing efforts of our call center vendors are TCPA-compliant, and we are held responsible for their acts, we may be subject to further litigation and could be required to pay significant statutory damages. See "Item 3. Legal Proceedings" below.

***The market for music rights is changing and is subject to significant uncertainties.***

We must maintain music programming royalty arrangements with, and pay license fees to, owners of rights in musical works. Traditionally, BMI, ASCAP and SESAC have negotiated for these copyright users, collected royalties and distributed them to songwriters and music publishers. These traditional arrangements are changing rapidly. For example, owners of rights in musical works have withdrawn from BMI, ASCAP and SESAC, third parties have contacted us regarding the need to separately license works, the United States Justice Department is evaluating modifications to the Consent Decrees that have governed ASCAP and BMI since the 1940s, and Committees of Congress have held hearings on substantial revisions of the Copyright Act. The fracturing of the traditional system for licensing rights in musical works may have significant consequences to our business, including increasing licensing costs and reducing the availability of certain pieces for use on our services.

Under the Digital Performance Right in Sound Recordings Act of 1995 and the Digital Millennium Copyright Act of 1998, we also must pay royalties to copyright owners of sound recordings fixed after February 15, 1972. Those royalty rates may be established through negotiation or, if negotiation is unsuccessful, by the CRB. Owners of copyrights in sound recordings have created SoundExchange, a collective organization, to collect and distribute royalties. SoundExchange is exempt by statute from certain U.S. antitrust laws and exercises significant market power in the licensing of sound recordings. Under the terms of the CRB's decision governing sound recording royalties for the five-year period ending on December 31, 2017, we will be required to pay a royalty based on our gross revenues, subject to certain exclusions, of 10.5% for 2016, and 11% for 2017. The CRB proceeding to set royalty rates for the five year period beginning 2018 will begin later this year. SoundExchange currently has a petition before the CRB, requesting an interpretation of the CRB's regulations related to sound recording royalties for the five year period ended December 31, 2012. SoundExchange alleges that we underpaid royalties for statutory licenses within that time period. See "Item 3. Legal Proceedings" below.

The right to perform certain copyrighted sound recordings that were fixed before February 15, 1972 is governed by state common law principles and, in certain instances, may be subject to state statutes. We are a defendant in litigation in several States, regarding the alleged distribution, duplication and performance of certain copyrighted sound recordings that were fixed before February 15, 1972. In 2015, we settled one such suit for \$210 million. The settling record companies claimed to own, control or otherwise have the right to settle with respect to approximately 85% of the pre-1972 recordings we have historically played. See "Item 3. Legal Proceedings" below. If courts ultimately hold that a performance right exists under various state copyright laws, we may be required to pay additional royalties to perform copyrighted sound recordings that were fixed before February 15, 1972 or remove those works from our service.

***Our business depends in large part upon the auto industry.***

A substantial portion of our subscription growth has come from purchasers and lessees of new and previously owned automobiles in the United States. The sale and lease of vehicles with satellite radios is an important source of subscribers for our satellite radio service. We have agreements with every major automaker to include satellite radios in new vehicles, although these agreements do not require automakers to install specific or minimum quantities of radios in any given period.

Automotive production and sales are dependent on many factors, including the availability of consumer credit, general economic conditions, consumer confidence and fuel costs. To the extent vehicle sales by automakers decline, or the penetration of factory-installed satellite radios in those vehicles is reduced, subscriber growth for our satellite radio services may be adversely impacted.

Sales of previously owned vehicles represent a significant source of new subscribers for us. We have agreements with auto dealers and companies operating in the used vehicle market to provide us with data on sales of previously owned satellite radio enabled vehicles. The continuing availability of this information is important to our future growth.

***General economic conditions can affect our business.***

The purchase of a satellite radio subscription is discretionary, and our business and our financial condition can be negatively affected by general economic conditions. Poor general economic conditions could adversely affect subscriber churn, conversion rates and vehicle sales.

***If we fail to protect the security of personal information about our customers, we could be subject to costly government enforcement actions and private litigation and our reputation could suffer.***

The nature of our business involves the receipt and storage of personal information about our subscribers including, in many cases, credit and debit card information. If we fail to protect the security of personal information about our customers or if we experience a data security breach, we could be exposed to costly government enforcement actions and private litigation and our reputation could suffer. In addition, our subscribers and potential customers could lose confidence in our ability to protect their personal information, which could cause them to discontinue usage of our services. Such events could lead to lost future sales and adversely affect our results of operations.

***Other existing or future government laws and regulations could harm our business.***

We are subject to many laws, including federal, state, local and foreign laws. These laws and regulations cover issues such as user privacy, behavioral advertising, automatic renewal of agreements, pricing, fraud, electronic waste, mobile and electronic device communications, quality of products and services, taxation, advertising, intellectual property rights and information security. The expansion of these laws, both in terms of their number and their applicability, could harm our business.

***Failure of our satellites would significantly damage our business.***

The lives of our satellites vary depending on a number of factors, including:

- degradation and durability of solar panels;
- quality of construction;
- random failure of satellite components, which could result in significant damage to or loss of a satellite;
- amount of fuel the satellite consumes; and
- damage or destruction as a result of electrostatic storms, terrorist attacks, collisions with other objects in space or other events, such as nuclear detonations, occurring in space.

In the ordinary course of operation, satellites experience failures of component parts and operational and performance anomalies. Components on our in-orbit satellites have failed; and from time to time we have experienced anomalies in the operation and performance of these satellites. These failures and anomalies are expected to continue in the ordinary course, and we cannot predict if any of these possible future events will have a material adverse effect on our operations or the life of our existing in-orbit satellites. Any material failure of our satellites could cause us to lose customers and could materially harm our reputation and our operating results. We hold no in-orbit insurance for our satellites. Additional information regarding our fleet of satellites is contained in the section entitled “Item 1. Business - Satellites, Terrestrial Repeaters and Other Satellite Facilities” of this Annual Report on Form 10-K.

We plan to transition our Sirius constellation of satellites to a geostationary orbit using our existing FM-5 and FM-6 satellites. The transition of our Sirius constellation to a geostationary orbit will, in certain areas, affect the signal coverage for customers served by those satellites.

In addition, our Sirius network of terrestrial repeaters communicates with a single third-party satellite. Our XM network of terrestrial repeaters communicates with a single XM satellite. If the satellites communicating with the applicable repeater network fail unexpectedly, the services would be disrupted for several hours or longer.

***Interruption or failure of our information technology and communications systems could negatively impact our results and our brand.***

We operate a complex and growing business. We offer a wide variety of subscription packages at different price points. Our business is dependent on the operation and availability of our information technology and communication systems and those of certain third party service providers. Any degradation in the quality, or any failure, of our systems could reduce our revenues, cause us to lose customers and damage our brand. Although we have implemented practices designed to maintain the availability of our information technology systems and mitigate the harm of any unplanned interruptions, we cannot anticipate all eventualities. We occasionally experience unplanned outages or technical difficulties. We could also experience loss of data or processing capabilities, which could cause us to lose customers and could materially harm our reputation and our operating results.

We rely on internal systems and external systems maintained by manufacturers, distributors and service providers to take, fulfill and handle customer service requests and host certain online activities. Any interruption or failure of our internal or external systems could prevent us from servicing customers or cause data to be unintentionally disclosed.

Our data centers and our information technology and communications systems are vulnerable to damage or interruption from natural disasters, malicious attacks, fire, power loss, telecommunications failures, computer viruses or other attempts to harm our systems.

We have a program in place to detect and respond to data security incidents. However, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time, we may be unable to anticipate these techniques or implement adequate preventive measures. In addition, hardware, software, or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Unauthorized parties may also attempt to gain access to our systems or facilities, or those of third parties with whom we do business, through fraud, trickery, or other forms of deceiving our employees, contractors or other agents.

If hackers were able to circumvent our security measures, we could lose proprietary information or personal information or experience significant disruptions. If our systems become unavailable or suffer a security breach, we may be required to expend significant resources to address these problems, including notification under various federal and state data privacy regulations, and our reputation and operating results could suffer.

***We may not realize the benefits of acquisitions or other strategic initiatives.***

Our business strategy may include selective acquisitions or other strategic initiatives that allow us to expand our business. The success of any acquisition depends upon effective integration of acquired businesses and assets into our operations, which is subject to risks and uncertainties, including realization of any anticipated synergies and cost savings, the ability to retain and attract personnel, the diversion of management's attention for other business concerns, and undisclosed or potential legal liabilities of the acquired business or assets.

***Rapid technological and industry changes could adversely impact our services.***

The audio entertainment industry is characterized by rapid technological change, frequent product innovations, changes in customer requirements and expectations, and evolving standards. If we are unable to keep pace with these changes, our business may not succeed. Products using new technologies, or emerging industry standards, could make our technologies less competitive in the marketplace.

***Failure of third parties to perform could adversely affect our business.***

Our business depends, in part, on various third parties, including:

- manufacturers that build and distribute satellite radios;
- companies that manufacture and sell integrated circuits for satellite radios;
- programming providers and on-air talent;
- vendors that operate our call centers;
- retailers that market and sell satellite radios and promote subscriptions to our services; and
- vendors that have designed or built, and vendors that support or operate, other important elements of our systems.

If one or more of these third parties do not perform in a satisfactory or timely manner, our business could be adversely affected. In addition, a number of third parties on which we depend have experienced, and may in the future experience, financial difficulties or file for bankruptcy protection. Such third parties may not be able to perform their obligations to us in a timely manner, if at all, as a result of their financial condition or may be relieved of their obligations to us as part of seeking bankruptcy protection.

We design, establish specifications, source or specify parts and components, and manage various aspects of the logistics of the production of satellite radios. As a result of these activities, we may be exposed to liabilities associated with the design, manufacture and distribution of radios that the providers of an entertainment service would not customarily be subject to, such as liabilities for design defects, patent infringement and compliance with applicable laws, as well as the costs of returned product.

***Our service may experience harmful interference from new and existing wireless operations.***

The development of new applications and services in spectrum adjacent to the frequencies licensed to us for satellite radio and ancillary services, as well as the possible loss of service caused by the combination of signals in other frequencies, could cause harmful interference to our satellite radio service. Certain operations or combination of operations permitted by the FCC in spectrum, other than our licensed frequencies, could result in the loss of signal to our service and the reception of our satellite radio service could be adversely affected in certain areas. In certain cases, we are dependent on the FCC to assist us in preventing harmful interference to our service.

***Failure to comply with FCC requirements could damage our business.***

We hold FCC licenses and authorizations to operate commercial satellite radio services in the United States, including authorizations for satellites and terrestrial repeaters, and related authorizations. The FCC generally grants licenses and authorizations for a fixed term. Although we expect our licenses and authorizations to be renewed in the ordinary course upon their expiration, there can be no assurance that this will be the case. Any assignment or transfer of control of any of our FCC licenses or authorizations must be approved in advance by the FCC.

The operation of our satellite radio systems is subject to significant regulation by the FCC under authority granted through the Communications Act of 1934 and related federal law. We are required, among other things, to operate only within specified frequencies; to meet certain conditions regarding the interoperability of our satellite radios with those of other licensed satellite radio systems; to coordinate our satellite radio services with radio systems operating in the same range of frequencies in neighboring countries; and to coordinate our communications links to our satellites with other systems that operate in the same frequency band. Noncompliance by us with these requirements or other conditions or with other applicable FCC rules and regulations could result in fines, additional license conditions, license revocation or other detrimental FCC actions. There is no guarantee that Congress will not modify the statutory framework governing our services, or that the FCC will not modify its rules and regulations in a manner that would have a material impact on our operations.

The terms of our licenses and the order of the FCC approving the Merger requires us to meet certain conditions. Non-compliance with these conditions could result in fines, additional license conditions, license revocation or other detrimental FCC actions.

***We may from time to time modify our business plan, and these changes could adversely affect us and our financial condition.***

We regularly evaluate our plans and strategy. These evaluations often result in changes to our plans and strategy, some of which may be material. These changes in our plans or strategy may include: the acquisition or termination of unique or compelling programming; the introduction of new features or services; significant new or enhanced distribution arrangements; investments in infrastructure, such as satellites, equipment or radio spectrum; and acquisitions of other businesses, including acquisitions that are not directly related to our satellite radio business.

***We have a significant amount of indebtedness, and our revolving credit facility contains certain covenants that restrict our current and future operations.***

As of December 31, 2015, we had an aggregate principal amount of approximately \$5.5 billion of indebtedness outstanding, \$340 million of which was outstanding under a \$1.75 billion Senior Secured Revolving Credit Facility.

Our indebtedness increases our vulnerability to general adverse economic and industry conditions; requires us to dedicate a portion of our cash flow from operations to payments on indebtedness, reducing the availability of cash flow to fund capital expenditures, marketing and other general corporate activities; limits our ability to borrow additional funds; limits our flexibility in planning for, or reacting to, changes in our business and the audio entertainment industry; and may place us at a competitive disadvantage compared to other competitors.

***Our studios, terrestrial repeater networks, satellite uplink facilities or other ground facilities could be damaged by natural catastrophes or terrorist activities.***

An earthquake, hurricane, tornado, flood, terrorist attack or other catastrophic event could damage our studios, terrestrial repeater networks or satellite uplink facilities, interrupt our service and harm our business.

Any damage to the satellites that transmit to our terrestrial repeater networks would likely result in degradation of the affected service for some subscribers and could result in complete loss of service in certain or all areas. Damage to our satellite uplink facilities could result in a complete loss of our services until we could transfer operations to suitable back-up facilities.

***Our principal stockholder has significant influence, including over actions requiring stockholder approval, and its interests may differ from the interests of other holders of our common stock.***

Liberty Media beneficially owns over 50% of Holdings' common stock and has the ability to influence our affairs, policies and operations. Two Liberty Media executives and one other member of the board of directors of Liberty Media are members of our board of directors. Our board of directors currently has thirteen members. Gregory B. Maffei, the President and Chief Executive Officer of Liberty Media, is the Chairman of Holdings' board of directors. Our board of directors is responsible for, among other things, the appointment of management, future issuances of common stock or other securities, the payment of dividends, if any, the incurrence of debt, and the approval of various transactions.

Liberty Media can also determine the outcome of all matters requiring general stockholder approval, including the election of the board of directors and changes to our certificate of incorporation or by-laws. Liberty Media can also cause or prevent a change of control of Holdings and could preclude any unsolicited acquisition of our company. The concentration of ownership could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company and might ultimately affect the market price of our common stock. In certain cases, the interests of Liberty Media may not be aligned with the interests of other stockholders of Holdings.

***We are a “controlled company” within the meaning of the NASDAQ listing rules and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements.***

We are a “controlled company” for the purposes of the NASDAQ Stock Market listing rules. As such, we have elected not to comply with certain NASDAQ corporate governance requirements. Although a majority of our board of directors consists of independent directors, we do not have a compensation committee and nominating and corporate governance committee that consist entirely of independent directors.

***Our business may be impaired by third-party intellectual property rights.***

Development of our systems has depended upon the intellectual property that we have developed, as well as intellectual property licensed from third parties. If the intellectual property that we have developed or use is not adequately protected, others will be permitted to and may duplicate portions of our systems or services without liability. In addition, others may challenge, invalidate, render unenforceable or circumvent our intellectual property rights, patents or existing licenses or we may face significant legal costs in connection with defending and enforcing those intellectual property rights. Some of the know-how and technology we have developed, and plan to develop, is not now, nor will it be, covered by U.S. patents or trade secret protections. Trade secret protection and contractual agreements may not provide adequate protection if there is any unauthorized use or disclosure. The loss of necessary technologies could require us to substitute technologies of lower quality performance standards, at greater cost or on a delayed basis, which could harm us.

Other parties may have patents or pending patent applications, which will later mature into patents or inventions that may block or put limits on our ability to operate our system or license technologies. We may have to resort to litigation to enforce our rights under license agreements or to determine the scope and validity of other parties’ proprietary rights in the subject matter of those licenses. This may be expensive and we may not succeed in any such litigation.

Third parties may assert claims or bring suit against us for patent, trademark or copyright infringement, or for other infringement or misappropriation of intellectual property rights. Any such litigation could result in substantial cost, and diversion of effort and adverse findings in any proceeding could subject us to significant liabilities to third parties; require us to seek licenses from third parties; block our ability to operate our systems or license our technology; or otherwise adversely affect our ability to successfully develop and market our satellite radio systems.

**Special Note About Forward-Looking Statements**

We have made various statements in this Annual Report on Form 10-K that may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may also be made in our other reports filed with or furnished to the SEC, in our press releases and in other documents. In addition, from time to time, we, through our management, may make oral forward-looking statements. Forward-looking statements are subject to risks and uncertainties, including those identified above, which could cause actual results to differ materially from such statements. The words “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimated,” “believe,” “intend,” “plan,” “may,” “should,” “could,” “would,” “likely,” “projection,” “outlook” and similar expressions are intended to identify forward-looking statements. We caution you that the risk factors described above are not exclusive. There may also be other risks that we are unable to predict at this time that may cause actual results to differ materially from those in forward-looking statements. New factors emerge from time to time, and it is not possible for us to predict which will arise or to assess with any precision the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly or revise any forward-looking statements, except as required by law.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Below is a list of the principal properties that we own or lease:

Location	Purpose	Own/Lease
New York, NY	Corporate headquarters, office facilities and studio/production facilities	Lease
Washington, DC	Office, studio/production facilities and data center	Own
Lawrenceville, NJ	Office and technical/engineering facilities	Lease
Deerfield Beach, FL	Office and technical/engineering facilities	Lease
Farmington Hills, MI	Office and technical/engineering facilities	Lease
Nashville, TN	Studio/production facilities	Lease
Vernon, NJ	Technical/engineering facilities	Own
Ellenwood, GA	Technical/engineering facilities	Lease
Los Angeles, CA	Studio/production facilities	Lease
Irving, TX	Office and engineering facilities/call center	Lease

We also own or lease other small facilities that we use as offices for our advertising sales personnel, studios and warehouse and maintenance space. These facilities are not material to our business or operations. We also lease properties in Panama and Ecuador that we use as earth stations to command and control satellites.

In addition, we lease or license space at approximately 730 locations for use in connection with the terrestrial repeater networks that support our satellite radio services. In general, these leases and licenses are for space on building rooftops and communications towers. None of these individual arrangements are material to our business or operations.

**ITEM 3. LEGAL PROCEEDINGS**

In the ordinary course of business, we are a defendant or party to various claims and lawsuits, including those discussed below. These claims are at various stages of arbitration or adjudication.

*Telephone Consumer Protection Act Suits.* We are a defendant in several purported class action suits that allege that we, or call center vendors acting on our behalf, made calls which violate provisions of the TCPA. The plaintiffs in these actions allege, among other things, that we called mobile phones using an automatic telephone dialing system without the consumer's prior consent or, alternatively, after the consumer revoked his or her prior consent. In one of the actions, the plaintiff also alleges that we violated the TCPA's call time restrictions and in one of the other actions the plaintiff also alleges that we violated the TCPA's do not call restrictions. Our vendors make millions of calls each month to consumers, including our subscribers, as part of our customer service and marketing efforts. The plaintiffs in these suits are seeking various forms of relief, including statutory damages of five hundred dollars for each violation of the TCPA or, in the alternative, treble damages of up to fifteen hundred dollars for each knowing and willful violation of the TCPA, as well as payment of interest, attorneys' fees and costs, and certain injunctive relief prohibiting any violations of the TCPA in the future.

These purported class action cases are titled Erik Knutson v. Sirius XM Radio Inc., No. 12-cv-0418-AJB-NLS (S.D. Cal.), Francis W. Hooker v. Sirius XM Radio, Inc., No. 4:13-cv-3 (E.D. Va.), Yefim Elikman v. Sirius XM Radio, Inc. and Career Horizons, Inc., No. 1:15-cv-02093 (N.D. Ill.), and Anthony Parker v. Sirius XM Radio, Inc., No. 8:15-cv-01710-JSM-EAJ (M.D. Fla). These actions were commenced in February 2012, January 2013, April 2015 and July 2015, respectively. Information concerning each of these actions is publicly available in court filings under their docket numbers.

We have notified certain of our call center vendors of these actions and requested that they defend and indemnify us against these claims pursuant to the provisions of their existing or former agreements with us. We believe we have valid contractual claims against call center vendors in connection with these claims and intend to preserve and pursue our rights to recover from these entities; however, no assurance can be made as to our ability to fully recover all claims we may have against these entities.

*Pre-1972 Sound Recording Matters.* In August 2013, SoundExchange, Inc. filed a complaint in the United States District Court for the District of Columbia alleging that we underpaid royalties for statutory licenses during the 2007-2012 period in violation of the regulations established by the Copyright Royalty Board for that period. SoundExchange principally alleges that we improperly reduced our calculation of gross revenues, on which the royalty payments are based, by deducting non-recognized revenue attributable to pre-1972 recordings and Premier package revenue that is not "separately charged" as required by the regulations. SoundExchange is seeking compensatory damages of not less than \$50 million and up to \$100 million or more, payment of late fees and interest, and attorneys' fees and costs.

In August 2014, the United States District Court for the District of Columbia granted our motion to dismiss the complaint without prejudice on the grounds that the case properly should be pursued before the Copyright Royalty Board rather than the district court. In December 2014, SoundExchange filed a petition with the Copyright Royalty Board requesting an order interpreting the applicable regulations.

This matter is titled SoundExchange, Inc. v. Sirius XM Radio, Inc., No.13-cv-1290-RJL (D.D.C.), and *Determination of Rates and Terms for Preexisting Subscription Services and Satellite Digital Audio Radio Services*, United States Copyright Royalty Board, No. 2006-1 CRB DSTR. Information concerning each of these actions is publicly available in filings under their docket numbers.

In addition, since 2013, we have been named as a defendant in several suits, including putative class action suits, challenging our use and public performance via satellite radio and the Internet of sound recordings fixed prior to February 15, 1972 (“pre-1972 recordings”) under various state laws. In June 2015, we settled the suit brought by Capitol Records LLC, Sony Music Entertainment, UMG Recordings, Inc., Warner Music Group Corp. and ABKCO Music & Records, Inc. relating to our use and public performance of pre-1972 recordings for \$210 million, which amount was paid in July 2015. These settling record companies claimed to own, control or otherwise have the right to settle with respect to approximately 85% of the pre-1972 recordings we have historically played. We have also entered into certain direct licenses with other owners of pre-1972 recordings, which in many cases include releases of any claims associated with our use of pre-1972 recordings.

Several putative class actions suits challenging our use and public performance of other pre-1972 recordings under various state laws remain pending. We believe we have substantial defenses to the claims asserted, we are defending these actions vigorously, and do not believe that the resolution of these remaining cases will have a material adverse effect on our business, financial condition or results of operations.

With respect to certain matters described above under the captions “*Telephone Consumer Protection Act Suits*” and “*Pre-1972 Sound Recording Matters*,” we have determined that the outcome of these matters is inherently unpredictable and subject to significant uncertainties, many of which are beyond our control. No provision was made for losses to the extent such are not probable and estimable. We believe we have substantial defenses to the claims asserted, and intend to defend these actions vigorously.

*Other Matters.* In the ordinary course of business, we are a defendant in various other lawsuits and arbitration proceedings, including derivative actions; actions filed by subscribers, both on behalf of themselves and on a class action basis; former employees; parties to contracts or leases; and owners of patents, trademarks, copyrights or other intellectual property. None of these matters, in our opinion, is likely to have a material adverse effect on our business, financial condition or results of operations.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

PART II

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is traded on the NASDAQ Global Select Market under the symbol "SIRI." The following table sets forth the high and low per share sales price for our common stock, as reported by NASDAQ, for the periods indicated below:

	High	Low
<b>Year Ended December 31, 2014</b>		
First Quarter	\$ 3.89	\$ 3.09
Second Quarter	\$ 3.49	\$ 2.98
Third Quarter	\$ 3.65	\$ 3.28
Fourth Quarter	\$ 3.63	\$ 3.14
<b>Year Ended December 31, 2015</b>		
First Quarter	\$ 4.04	\$ 3.33
Second Quarter	\$ 4.00	\$ 3.70
Third Quarter	\$ 4.01	\$ 3.31
Fourth Quarter	\$ 4.20	\$ 3.69

On January 29, 2016, the closing sales price of our common stock on the NASDAQ Global Select Market was \$3.70 per share. On January 29, 2016, there were approximately 9,560 record holders of our common stock.

**Dividends**

We currently do not pay dividends on our common stock. Our ability to pay dividends is currently limited by covenants under our revolving credit facility. In December 2012, we paid a special cash dividend. Our board of directors has not made any determination whether similar special cash dividends will be paid in the future.

**Issuer Purchases of Equity Securities**

Since December 2012, our board of directors approved for repurchase an aggregate of \$8.0 billion of our common stock. Our board of directors did not establish an end date for this stock repurchase program. Shares of common stock may be purchased from time to time on the open market, pursuant to pre-set trading plans meeting the requirements of Rule 10b5-1 under the Exchange Act, in privately negotiated transactions, including transactions with Liberty Media and its affiliates, or otherwise. As of December 31, 2015, our cumulative repurchases since December 2012 under our stock repurchase program totaled 1.8 billion shares for \$6.3 billion, and \$1.7 billion remained available under our stock repurchase program. The size and timing of our repurchases will be based on a number of factors, including price and business and market conditions.

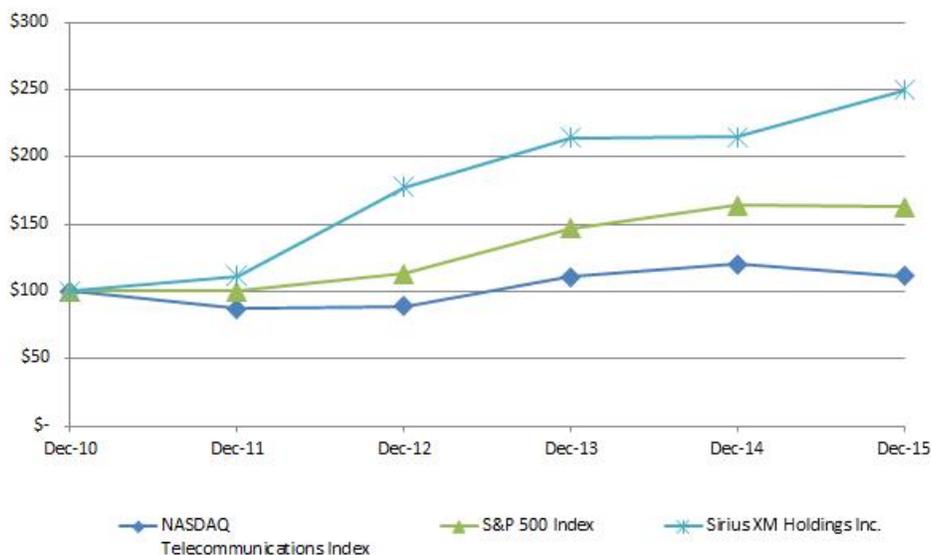
The following table provides information about our purchases of equity securities registered pursuant to Section 12 of the Exchange Act during the quarter ended December 31, 2015:

Period	Total Number of Shares Purchased	Average Price Paid Per Share (a)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (a)
October 1, 2015 - October 31, 2015	29,667,244	\$ 3.93	29,667,244	\$ 1,951,440,398
November 1, 2015 - November 30, 2015	19,121,892	\$ 4.12	19,121,892	\$ 1,872,689,142
December 1, 2015 - December 31, 2015	42,816,509	\$ 4.06	42,816,509	\$ 1,698,860,143
Total	<u>91,605,645</u>	<u>\$ 4.03</u>	<u>91,605,645</u>	

(a) These amounts include fees and commissions associated with shares repurchased. All of these repurchases were made pursuant to our share repurchase program.

**COMPARISON OF CUMULATIVE TOTAL RETURNS**

Set forth below is a graph comparing the cumulative performance of our common stock with the Standard & Poor's Composite-500 Stock Index, or the S&P 500, and the NASDAQ Telecommunications Index from December 31, 2010 to December 31, 2015. The graph assumes that \$100 was invested on December 31, 2010 in each of our common stock, the S&P 500 and the NASDAQ Telecommunications Index. A dividend with respect to our common stock was declared in 2012 only.



**Stockholder Return Performance Table**

	NASDAQ Telecommunications Index	S&P 500 Index	Sirius XM Holdings Inc.
December 31, 2010	\$ 100.00	\$ 100.00	\$ 100.00
December 31, 2011	\$ 87.38	\$ 100.00	\$ 111.66
December 31, 2012	\$ 89.13	\$ 113.40	\$ 177.30
December 31, 2013	\$ 110.54	\$ 146.97	\$ 214.11
December 31, 2014	\$ 120.38	\$ 163.71	\$ 214.72
December 31, 2015	\$ 111.36	\$ 162.52	\$ 249.69

**Equity Compensation Plan Information**

Plan Category (shares in thousands)	Column (a) Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Column (b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (1)	Column (c) Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	354,569	\$ 3.29	246,778
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>354,569</b>	<b>\$ 3.29</b>	<b>246,778</b>

(1) Excludes approximately 16,088 shares covering RSUs from the calculation of the weighted average exercise price.

**ITEM 6. SELECTED FINANCIAL DATA**

The operating and balance sheet data included in the following selected financial data for 2015 and 2014 have been derived from our audited consolidated financial statements. Historical operating and balance sheet data included within the following selected financial data from 2011 through 2013 is derived from the audited Consolidated Financial Statements of Sirius XM and Holdings. This selected financial data should be read in conjunction with the audited Consolidated Financial Statements and related notes thereto included in Item 8 of this Annual Report on Form 10-K and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Item 7 of this Annual Report on Form 10-K.

	As of and for the Years Ended December 31,				
	2015	2014	2013 (1)	2012 (2)	2011
<i>(in thousands, except per share data)</i>					
<b>Statements of Comprehensive Income Data:</b>					
Total revenue	\$ 4,570,058	\$ 4,181,095	\$ 3,799,095	\$ 3,402,040	\$ 3,014,524
Net income	\$ 509,724	\$ 493,241	\$ 377,215	\$ 3,472,702	\$ 426,961
Net income per share - basic	\$ 0.09	\$ 0.09	\$ 0.06	\$ 0.55	\$ 0.07
Net income per share - diluted	\$ 0.09	\$ 0.08	\$ 0.06	\$ 0.51	\$ 0.07
Weighted average common shares outstanding - basic	5,375,707	5,788,944	6,227,646	4,209,073	3,744,606
Weighted average common shares outstanding - diluted	5,435,166	5,862,020	6,384,791	6,873,786	6,500,822
Cash dividends declared per share	\$ —	\$ —	\$ —	\$ 0.05	\$ —
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 111,838	\$ 147,724	\$ 134,805	\$ 520,945	\$ 773,990
Restricted investments	\$ 9,888	\$ 5,922	\$ 5,718	\$ 3,999	\$ 3,973
Total assets (3)	\$ 8,046,662	\$ 8,369,065	\$ 8,826,959	\$ 9,024,800	\$ 7,452,738
Long-term debt, net of current portion (3)	\$ 5,443,614	\$ 4,487,419	\$ 3,088,701	\$ 2,400,943	\$ 2,969,093
Stockholders' (deficit) equity	\$ (166,491)	\$ 1,309,837	\$ 2,745,742	\$ 4,039,565	\$ 704,145

- (1) The selected financial data for 2013 includes the balances and approximately two months of activity related to the acquisition of the connected vehicle business of Agero, Inc. in November 2013.
- (2) For the year ended December 31, 2012, we had an income tax benefit of \$2,998,234 due to the release of our valuation allowance. A special cash dividend was paid during 2012.
- (3) The 2011 – 2015 balances reflect the adoption of Accounting Standards Update 2015-03, *Interest- Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, and Accounting Standards Update 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Agreements*. As a result of our adoption of these ASUs, Total Assets was reduced by \$7,155, \$6,444, \$17,821, \$30,043 and \$43,258 for the years ended December 31, 2015, 2014, 2013, 2012 and 2011, respectively, and Long-term debt, net of current portion, was reduced by \$7,155, \$6,444, \$5,120, \$30,043 and \$43,258 for the years ended December 31, 2015, 2014, 2013, 2012 and 2011, respectively.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results and the timing of events could differ materially from those projected in forward-looking statements due to a number of factors, including those described under "Item 1A - Risk Factors" and elsewhere in this Annual Report on Form 10-K. See "Special Note Regarding Forward-Looking Statements."*

*(All amounts referenced in this Item 7 are in thousands, except per subscriber and per installation amounts, unless otherwise stated)*

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.*

**Executive Summary**

We transmit music, sports, entertainment, comedy, talk, news, traffic and weather channels, as well as infotainment services, in the United States on a subscription fee basis through our two proprietary satellite radio systems. Subscribers can also receive music and other channels, plus features such as SiriusXM On Demand and MySXM, over our Internet radio service, including through applications for mobile devices. We are also a leader in providing connected vehicle services. Our connected vehicle services are designed to enhance the safety, security and driving experience for vehicle operators while providing marketing and operational benefits to automakers and their dealers.

We have agreements with every major automaker ("OEMs") to offer satellite radios in their vehicles. We also acquire subscribers through marketing to owners and lessees of previously owned vehicles that include factory-installed satellite radios that are not currently subscribing to our services. Additionally, we distribute our satellite radios through retailers online and at locations nationwide and through our website. Satellite radio services are also offered to customers of certain rental car companies.

As of December 31, 2015, we had approximately 29.6 million subscribers of which approximately 24.3 million were self-pay subscribers and approximately 5.3 million were paid promotional subscribers. Our subscriber totals include subscribers under our regular pricing plans; discounted pricing plans; subscribers that have prepaid, including payments either made or due from automakers for subscriptions included in the sale or lease price of a vehicle; subscribers to our Internet services who do not also have satellite radio subscriptions; and certain subscribers to our weather, traffic, and data services who do not also have satellite radio subscriptions. Subscribers and subscription related revenues and expenses associated with our connected vehicle services are not included in our subscriber count or subscriber-based operating metrics.

Our primary source of revenue is subscription fees, with most of our customers subscribing on an annual, semi-annual, quarterly or monthly plan. We offer discounts for prepaid, longer term subscription plans, as well as a multiple subscription discount. We also derive revenue from activation and other fees, the sale of advertising on select non-music channels, the direct sale of satellite radios and accessories, and other ancillary services, such as our weather, traffic and data services.

In certain cases, a subscription to our radio services is included in the sale or lease price of new vehicles or previously owned vehicles. The length of these subscriptions varies but is typically three to twelve months. We receive payments for these subscriptions from certain automakers. We also reimburse various automakers for certain costs associated with satellite radios installed in new vehicles.

Liberty Media beneficially owns, directly and indirectly, over 50% of the outstanding shares of our common stock. As a result, we are a "controlled company" for the purposes of the NASDAQ corporate governance requirements. Liberty Media owns interests in a range of media, communications and entertainment businesses.

We also have an approximate 37% equity interest in Sirius XM Canada which offers satellite radio services in Canada. Subscribers to the Sirius XM Canada service are not included in our subscriber count.

## Results of Operations

Set forth below are our results of operations for the year ended December 31, 2015 compared with the year ended December 31, 2014 and the year ended December 31, 2014 compared with the year ended December 31, 2013.

	For the Years Ended December 31,			2015 vs 2014 Change		2014 vs 2013 Change	
	2015	2014	2013	Amount	%	Amount	%
<b>Revenue:</b>							
Subscriber revenue	\$ 3,824,793	\$ 3,554,302	\$ 3,284,660	\$ 270,491	8%	\$ 269,642	8%
Advertising revenue	122,292	100,982	89,288	21,310	21%	11,694	13%
Equipment revenue	110,923	104,661	80,573	6,262	6%	24,088	30%
Other revenue	512,050	421,150	344,574	90,900	22%	76,576	22%
Total revenue	4,570,058	4,181,095	3,799,095	388,963	9%	382,000	10%
<b>Operating expenses:</b>							
<b>Cost of services:</b>							
Revenue share and royalties	1,034,832	810,028	677,642	224,804	28%	132,386	20%
Programming and content	293,091	297,313	290,323	(4,222)	(1)%	6,990	2%
Customer service and billing	377,908	370,585	320,755	7,323	2%	49,830	16%
Satellite and transmission	94,609	86,013	79,292	8,596	10%	6,721	8%
Cost of equipment	42,724	44,397	26,478	(1,673)	(4)%	17,919	68%
Subscriber acquisition costs	532,599	493,464	495,610	39,135	8%	(2,146)	0%
Sales and marketing	354,189	336,480	291,024	17,709	5%	45,456	16%
Engineering, design and development	64,403	62,784	57,969	1,619	3%	4,815	8%
General and administrative	324,801	293,938	262,135	30,863	10%	31,803	12%
Depreciation and amortization	272,214	266,423	253,314	5,791	2%	13,109	5%
Total operating expenses	3,391,370	3,061,425	2,754,542	329,945	11%	306,883	11%
Income from operations	1,178,688	1,119,670	1,044,553	59,018	5%	75,117	7%
<b>Other income (expense):</b>							
Interest expense, net of amounts capitalized	(299,103)	(269,010)	(204,671)	(30,093)	(11)%	(64,339)	(31)%
Loss on extinguishment of debt and credit facilities, net	—	—	(190,577)	—	0%	190,577	100%
Loss on change in value of derivatives	—	(34,485)	(20,393)	34,485	100%	(14,092)	(69)%
Other income	12,379	14,611	8,180	(2,232)	(15)%	6,431	79%
Total other expense	(286,724)	(288,884)	(407,461)	2,160	1%	118,577	29%
Income before income taxes	891,964	830,786	637,092	61,178	7%	193,694	30%
Income tax expense	(382,240)	(337,545)	(259,877)	(44,695)	(13)%	(77,668)	(30)%
Net income	\$ 509,724	\$ 493,241	\$ 377,215	\$ 16,483	3%	\$ 116,026	31%

Our results of operations discussed below include the impact of purchase price accounting adjustments associated with the July 2008 merger between our wholly owned subsidiary, Vernon Merger Corporation, and XM Satellite Radio Holdings Inc. (the "Merger"). The purchase price accounting adjustments related to the Merger, include the: (i) elimination of deferred revenue associated with the investment in XM Canada, (ii) recognition of deferred subscriber revenues not recognized in purchase price accounting, and (iii) elimination of the benefit of deferred credits on executory contracts, which are primarily attributable to third party arrangements with an OEM and programming providers. The deferred credits on executory contracts attributable to third party arrangements with an OEM included in revenue share and royalties, subscriber acquisition costs, and sales and marketing concluded with the expiration of the acquired contract during 2013. The purchase price accounting adjustments related to programming providers concluded with the expiration of the acquired contract in June 2015. The impact of these purchase price accounting adjustments is detailed in our Adjusted Revenues and Operating Expenses tables on pages 37 through 38 of our glossary.

### Total Revenue

*Subscriber Revenue* includes subscription, activation and other fees.

*2015 vs. 2014:* For the years ended December 31, 2015 and 2014, subscriber revenue was \$3,824,793 and \$3,554,302, respectively, an increase of 8%, or \$270,491. The increase was primarily attributable to an 8% increase in the daily weighted average number of subscribers and increases in certain of our self-pay subscription rates, partially offset by subscription discounts and limited channel plans offered in customer acquisition and retention programs.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, subscriber revenue was \$3,554,302 and \$3,284,660, respectively, an increase of 8%, or \$269,642. The increase was primarily attributable to a 6% increase in the daily weighted average number of subscribers, the inclusion of a full year of subscription revenue generated by our connected vehicle business and the increase in certain of our subscription rates beginning in January 2014. These increases were partially offset by subscription discounts and limited channel plans offered in customer acquisition and retention programs, a change in an agreement with an automaker and a rental car company, and an increasing number of lifetime subscription plans that had reached full revenue recognition.

We expect subscriber revenues to increase based on the growth of our subscriber base, including the increases in certain of our subscription rates and the sale of additional services to subscribers.

*Advertising Revenue* includes the sale of advertising on certain non-music channels.

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, advertising revenue was \$122,292 and \$100,982, respectively, an increase of 21%, or \$21,310. The increase was primarily due to a greater number of advertising spots sold and transmitted as well as increases in rates charged per spot.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, advertising revenue was \$100,982 and \$89,288, respectively, an increase of 13%, or \$11,694. The increase was primarily due to a greater number of advertising spots sold and transmitted, as well as increases in rates charged per spot.

We expect our advertising revenue to continue to grow as more advertisers are attracted to our national platform and growing subscriber base and as we launch additional non-music channels.

*Equipment Revenue* includes revenue and royalties from the sale of satellite radios, components and accessories.

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, equipment revenue was \$110,923 and \$104,661, respectively, an increase of 6%, or \$6,262. The increase was driven by royalties from higher OEM production and sales to distributors, partially offset by lower direct to consumer sales.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, equipment revenue was \$104,661 and \$80,573, respectively, an increase of 30%, or \$24,088. The increase was driven by higher sales to distributors and royalties from OEM production, partially offset by lower per unit revenue on direct to consumer sales.

We expect equipment revenue to fluctuate based on OEM production for which we receive royalty payments for our technology and, to a lesser extent, on the volume of equipment sales in our aftermarket and direct to consumer business.

*Other Revenue* includes amounts earned from subscribers for the U.S. Music Royalty Fee, revenue from our connected vehicle business and our Canadian affiliate and ancillary revenues.

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, other revenue was \$512,050 and \$421,150, respectively, an increase of 22%, or \$90,900. The increase was driven by revenues from the U.S. Music Royalty Fee as the number of subscribers subject to the 13.9% rate increased along with an overall increase in subscribers, higher revenue generated from our connected vehicle business, and increased revenue from our Canadian affiliate.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, other revenue was \$421,150 and \$344,574, respectively, an increase of 22%, or \$76,576. The increase was driven by revenues from the U.S. Music Royalty Fee as the number of subscribers subject to the 12.5% rate increased along with an overall increase in subscribers, by a change in an agreement with a rental car company and the inclusion of a full year of revenue generated by our connected vehicle business.

We expect other revenue to increase as our growing subscriber base drives higher U.S. Music Royalty Fees.

### ***Operating Expenses***

*Revenue Share and Royalties* include distribution and content provider revenue share, royalties for transmitting content and web streaming, and advertising revenue share.

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, revenue share and royalties were \$1,034,832 and \$810,028, respectively, an increase of 28%, or \$224,804, and increased as a percentage of total revenue. The increase was primarily due to \$128,256 in expense recorded during the year ended December 31, 2015 related to our settlements associated with our use of certain pre-1972 sound recordings through December 31, 2015. Revenue share and royalties also increased due to greater revenues subject to royalty and revenue sharing arrangements and a 5.3% increase in the statutory royalty rate for the performance of post-1972 sound recordings.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, revenue share and royalties were \$810,028 and \$677,642, respectively, an increase of 20%, or \$132,386, and increased as a percentage of total revenue. The increase was primarily attributable to the elimination of the benefit to earnings from the amortization of deferred credits on executory contracts initially recognized in purchase price accounting associated with the Merger, greater revenues subject to royalty and/or revenue sharing arrangements, and a 5.6% increase in the statutory royalty rate for the performance of post-1972 sound recordings. For the year ended December 31, 2013, revenue share and royalties was positively impacted by a benefit of \$122,534 of earnings from the amortization of deferred credits on executory contracts associated with the Merger.

We expect our revenue share and royalty costs to increase as a result of the Capitol Records settlement and as our revenues grow and our post-1972 royalty rates increase. We expect to recognize \$83,250 in expense related to the Capitol Records settlement for the use of pre-1972 sound recordings for 2016 through 2017. As determined by the Copyright Royalty Board, we have paid or will pay royalties for the use of certain post-1972 sound recordings on our satellite radio service of 9.0%, 9.5%, 10.0%, 10.5% and 11% in 2013, 2014, 2015, 2016 and 2017, respectively.

*Programming and Content* includes costs to acquire, create, promote and produce content. We have entered into various agreements with third parties for music and non-music programming that require us to pay license fees and other amounts.

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, programming and content expenses were \$293,091 and \$297,313, respectively, a decrease of 1%, or \$4,222, and decreased as a percentage of total revenue. The decrease was primarily due to the termination of certain programming agreements, partially offset by the addition of new programming arrangements and personnel-related costs.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, programming and content expenses were \$297,313 and \$290,323, respectively, an increase of 2%, or \$6,990, but decreased as a percentage of total revenue. The increase was primarily due to higher personnel costs, the reduction in the benefit to earnings from the purchase price accounting adjustments associated with the Merger and the early termination of certain programming agreements, partially offset by the renewal of certain licensing agreements at more cost effective terms.

We expect our programming and content expenses to increase as we offer additional programming, and renew or replace expiring agreements.

*Customer Service and Billing* includes costs associated with the operation and management of internal and third party customer service centers, and our subscriber management systems as well as billing and collection costs, transaction fees and bad debt expense.

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, customer service and billing expenses were \$377,908 and \$370,585, respectively, an increase of 2%, or \$7,323, but decreased as a percentage of total revenue. The increase was primarily due to a higher subscriber base driving increased transaction fees, bad debt expense and personnel related costs, partially offset by efficiencies achieved from management's strategic initiatives implemented at our call centers operated by our vendors.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, customer service and billing expenses were \$370,585 and \$320,755, respectively, an increase of 16%, or \$49,830, but increased as a percentage of total revenue. The increase was primarily due to the inclusion of a full year of costs associated with our connected vehicle services business, higher subscriber volume driving increased subscriber contacts and bad debt expense.

We expect our customer service and billing expenses to increase as our subscriber base grows.

*Satellite and Transmission* consists of costs associated with the operation and maintenance of our terrestrial repeater networks; satellites; satellite telemetry, tracking and control systems; satellite uplink facilities; studios; and delivery of our Internet streaming service.

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, satellite and transmission expenses were \$94,609 and \$86,013, respectively, an increase of 10%, or \$8,596, and remained flat as a percentage of total revenue. The increase was primarily due to the loss on disposal of certain obsolete terrestrial repeaters and related parts of \$7,384, and higher costs associated with our Internet streaming operations, partially offset by lower satellite insurance costs.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, satellite and transmission expenses were \$86,013 and \$79,292, respectively, an increase of 8%, or \$6,721, and remained flat as a percentage of total revenue. The increase was primarily due to increased personnel costs, costs associated with our Internet streaming operations, satellite insurance expense, and terrestrial repeater network costs.

We expect satellite and transmission expenses, excluding losses from disposal of assets, to remain relatively unchanged as decreases in Internet streaming costs are offset by increases in terrestrial repeater network costs.

*Cost of Equipment* includes costs from the sale of satellite radios, components and accessories and provisions for inventory allowance attributable to products purchased for resale in our direct to consumer distribution channels.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, cost of equipment was \$42,724 and \$44,397, respectively, a decrease of 4%, or \$1,673, and decreased as a percentage of equipment revenue. The decrease was primarily due to lower direct to consumer sales, partially offset by higher sales to distributors.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, cost of equipment was \$44,397 and \$26,478, respectively, an increase of 68%, or \$17,919, and increased as a percentage of equipment revenue. The increase was primarily due to higher sales to distributors, partially offset by lower costs per unit on direct to consumer sales.

We expect cost of equipment to fluctuate with changes in sales and inventory valuations.

*Subscriber Acquisition Costs* include hardware subsidies paid to radio manufacturers, distributors and automakers; subsidies paid for chipsets and certain other components used in manufacturing radios; device royalties for certain radios and chipsets; commissions paid to automakers and retailers; product warranty obligations; freight; and provisions for inventory allowances attributable to inventory consumed in our OEM and retail distribution channels. The majority of subscriber acquisition costs are incurred and expensed in advance of, or concurrent with, acquiring a subscriber. Subscriber acquisition costs do not include advertising costs, marketing, loyalty payments to distributors and dealers of satellite radios or revenue share payments to automakers and retailers of satellite radios.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, subscriber acquisition costs were \$532,599 and \$493,464, respectively, an increase of 8%, or \$39,135, and remained flat as a percentage of total revenue. Increased costs related to a larger number of satellite radio installations in new vehicles were partially offset by improved OEM and chipset subsidy rates per vehicle.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, subscriber acquisition costs were \$493,464 and \$495,610, respectively, a decrease of less than 1%, or \$2,146, and decreased as a percentage of total revenue. Improved OEM subsidy rates per vehicle and a change in a contract with an automaker decreased subscriber acquisition costs. The decrease was partially offset by the elimination of the benefit to earnings in 2014 from the amortization of deferred credits on executory contracts initially recognized in purchase price accounting associated with the Merger and increased subsidy costs related to a larger number of satellite radio installations in new vehicles. For the year ended December 31, 2013, the benefit to earnings from amortization of deferred credits was \$64,365.

We expect subscriber acquisition costs to fluctuate with OEM installations and aftermarket volume; however, the cost of subsidized radio components is expected to decline. We intend to continue to offer subsidies, commissions and other incentives to acquire subscribers.

*Sales and Marketing* includes costs for marketing, advertising, media and production, including promotional events and sponsorships; cooperative marketing; and personnel. Marketing costs include expenses related to direct mail, outbound telemarketing and email communications.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, sales and marketing expenses were \$354,189 and \$336,480, respectively, an increase of 5%, or \$17,709, but decreased as a percentage of total revenue. The increase was primarily due to additional subscriber communications and retention programs associated with a greater number of subscribers and promotional trials and higher personnel-related costs.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, sales and marketing expenses were \$336,480 and \$291,024, respectively, an increase of 16%, or \$45,456, and increased as a percentage of total revenue. The increase was primarily due to additional subscriber communications and retention programs associated with a greater number of subscribers and promotional trials, the inclusion of a full year of costs associated with our connected vehicle services business, increased personnel costs, and the elimination of the benefit to earnings in 2014 from the amortization of the deferred credit for acquired executory contracts recognized in purchase price accounting associated with the Merger; partially offset by lower loyalty costs due to a change in a contract with an automaker. The benefit to earnings from the amortization of the deferred credit for acquired executory contracts for the year ended December 31, 2013 was \$12,922.

We anticipate that sales and marketing expenses will increase as we expand programs to retain our existing subscribers, win back former subscribers, and attract new subscribers.

*Engineering, Design and Development* consists primarily of compensation and related costs to develop chipsets and new products and services, including streaming and connected vehicle services, research and development for broadcast information systems and costs associated with the incorporation of our radios into new vehicles manufactured by automakers.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, engineering, design and development expenses were \$64,403 and \$62,784, respectively, an increase of 3%, or \$1,619, and remained flat as a percentage of total revenue. The increase was driven primarily by additional costs associated with streaming development, partially offset by lower personnel costs.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, engineering, design and development expenses were \$62,784 and \$57,969, respectively, an increase of 8%, or \$4,815, and remained flat as a percentage of total revenue. The increase was driven primarily by the inclusion of a full year of costs associated with our connected vehicle services business and higher personnel costs.

We expect engineering, design and development expenses to increase in future periods as we continue to develop our infrastructure, products and services.

*General and Administrative* primarily consists of compensation and related costs for personnel and facilities, and include costs related to our finance, legal, human resources and information technologies departments.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, general and administrative expenses were \$324,801 and \$293,938, respectively, an increase of 10%, or \$30,863, and remained flat as a percentage of total revenue. The increase was driven primarily by higher personnel costs, reserves for consumer legal settlements and facilities costs, partially offset by insurance recoveries and lower professional fees related to the proposal made in January 2014 by Liberty Media to acquire the balance of our common stock not already owned by it.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, general and administrative expenses were \$293,938 and \$262,135, respectively, an increase of 12%, or \$31,803, and remained flat as a percentage of total revenue. The increase was primarily driven by the inclusion of a full year of costs associated with our connected vehicle services business, as well as higher legal, personnel and facilities costs.

We expect our general and administrative expenses to increase in future periods as a result of, among other things, enhanced information technology, on-going legal costs and personnel costs to support the growth of our business.

*Depreciation and Amortization* represents the recognition in earnings of the acquisition cost of assets used in operations, including our satellite constellations, property, equipment and intangible assets, over their estimated service lives.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, depreciation and amortization expense was \$272,214 and \$266,423, respectively, an increase of 2%, or \$5,791, but decreased as a percentage of total revenue. The increase was driven by additional software placed in-service, partially offset by a reduction of amortization associated with the stepped-up basis in assets acquired in the Merger (including intangible assets, property and equipment) through the end of their estimated service lives and certain satellites reaching the end of their estimated service lives.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, depreciation and amortization expense was \$266,423 and \$253,314, respectively, an increase of 5%, or \$13,109, but decreased as a percentage of total revenue. Depreciation and amortization expense increased as a result of the inclusion of costs associated with our connected vehicle services business and additional assets placed in-service, including our FM-6 satellite which was placed in-service in late 2013. The increase was offset by a reduction of amortization associated with the stepped-up basis in assets acquired in the Merger (including intangible assets, satellites, property and equipment) through the end of their estimated useful lives and certain satellites reaching the end of their estimated useful lives.

#### ***Other Income (Expense)***

*Interest Expense, Net of Amounts Capitalized*, includes interest on outstanding debt.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, interest expense was \$299,103 and \$269,010, respectively, an increase of 11%, or \$30,093. The increase was primarily due to higher average debt during the year ended December 31, 2015 compared to the year ended December 31, 2014. The increase was partially offset by lower average interest rates resulting from the redemption and conversion of higher interest rate debt during 2014.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, interest expense was \$269,010 and \$204,671, respectively, an increase of 31%, or \$64,339. The increase was primarily due to higher average debt and a

reduction in interest capitalized following the launch of our FM-6 satellite. The increase was partially offset by lower average interest rates resulting from the redemption or repayment of higher interest rate debt throughout 2013.

We expect interest expense to increase in future periods to the extent the amount of our total debt outstanding increases.

*Loss on Extinguishment of Debt and Credit Facilities, Net*, includes losses incurred as a result of the conversion and retirement of certain debt.

- *2015 vs. 2014:* There was no loss on extinguishment of debt and credit facilities for the years ended December 31, 2015 and 2014.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, loss on extinguishment of debt and credit facilities, net, was \$0 and \$190,577, respectively. During the year ended December 31, 2013, a loss was recorded on the extinguishment of our then outstanding 7.625% Senior Notes due 2018 and 8.75% Senior Notes due 2015.

*Loss on Change in Value of Derivatives* represents the change in fair value of the commitments under the share repurchase agreement with Liberty Media, which were accounted for as a derivative.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, the loss on change in value of derivatives was \$0 and \$34,485, respectively. The loss in 2014 resulted from a change in the market value of our common stock to be purchased under the share repurchase agreement with Liberty Media. On April 25, 2014, we completed the final purchase installment under this share repurchase agreement and repurchased \$340,000 of our shares of common stock from Liberty Media at a price of \$3.66 per share.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, the loss on change in value of derivatives was \$34,485 and \$20,393, respectively. The loss resulted from a change in the market value of our common stock to be purchased under the share repurchase agreement with Liberty Media. On April 25, 2014, we completed the final purchase installment under this share repurchase agreement and repurchased \$340,000 of our shares of common stock from Liberty Media at a price of \$3.66 per share.

*Other Income* primarily includes realized gains and losses, interest income, and our share of the income or loss of Sirius XM Canada.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, other income was \$12,379 and \$14,611, respectively. Other income for the year ended December 31, 2015 was driven by dividends received from Sirius XM Canada in excess of our investment. Other income for the year ended December 31, 2014 was driven by our share of Sirius XM Canada's net income and gain from the conversion of certain debentures into shares of Sirius XM Canada, partially offset by the amortization expense related to our equity method intangible assets.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, other income was \$14,611 and \$8,180, respectively. The other income for the year ended December 31, 2014 was driven by dividends received from Sirius XM Canada, our share of Sirius XM Canada's net income and income from the conversion of certain debentures into shares of Sirius XM Canada, partially offset by the amortization expense related to our equity method intangible assets. The other income for 2013 was primarily due to the inclusion of our share of Sirius XM Canada's net income, partially offset by the amortization expense related to our equity method intangible assets.

#### **Income Taxes**

*Income Tax Expense* includes the change in our deferred tax assets, foreign withholding taxes and current federal and state tax expenses.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, income tax expense was \$382,240 and \$337,545, respectively. Our annual effective tax rate for the year ended December 31, 2015 was 42.9%, which was impacted by tax law changes in the District of Columbia and New York City. The tax law change in the District of Columbia will reduce our future taxes and use less of certain net operating losses in the future. The District of Columbia tax law change resulted in a \$44,392 increase in our valuation allowance during the year ended December 31, 2015. The tax law change in New York City will increase certain net operating losses to be utilized in the future. The New York City tax law change resulted in a \$14,831 increase in our deferred tax asset during the year ended December 31, 2015. Our effective tax rate for the year ended December 31, 2014 was 40.6% primarily due to the impact of the loss on change in fair value of the derivative related to the share repurchase agreement with Liberty Media.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, income tax expense was \$337,545 and \$259,877, respectively. Our annual effective tax rate for the year ended December 31, 2014 was 40.6% primarily due to the

\$34,485 loss on change in fair value of the derivatives related to the share repurchase agreement with Liberty Media. Our annual effective tax rate for the year ended December 31, 2013 was 40.8%, primarily as a result of non-deductible expenses related to the loss on change in value of derivatives.

### **Key Operating Metrics**

In this section, we present certain financial and operating performance measures that are not calculated and presented in accordance with generally accepted accounting principles in the United States (“Non-GAAP”). These metrics include: average monthly revenue per subscriber, or ARPU; customer service and billing expenses, per average subscriber; subscriber acquisition cost, or SAC, per installation; free cash flow; and adjusted EBITDA. These measures exclude the impact of share-based payment expense and certain purchase price accounting adjustments related to the Merger, which include the: (i) elimination of deferred revenue associated with the investment in XM Canada, (ii) recognition of deferred subscriber revenues not recognized in purchase price accounting, and (iii) elimination of the benefit of deferred credits on executory contracts, which are primarily attributable to third party arrangements with an OEM and programming providers. Additionally, when applicable, our adjusted EBITDA and free cash flow metrics exclude the effect of any significant items that do not relate to the on-going performance of our business, such as settlements related to our historical use of pre-1972 sound recordings. We use these Non-GAAP financial measures to manage our business, to set operational goals and as a basis for determining performance-based compensation for our employees.

Free cash flow is a metric that our management and board of directors use to evaluate the cash generated by our operations, net of capital expenditures and other investment activity and significant items that do not relate to the on-going performance of our business. In a capital intensive business, with significant investments in satellites, we look at our operating cash flow, net of these investing cash outflows, to determine cash available for future subscriber acquisition and capital expenditures, to repurchase or retire debt, to acquire other companies and to evaluate our ability to return capital to stockholders. We believe free cash flow is an indicator of the long-term financial stability of our business. Free cash flow, which is reconciled to “Net cash provided by operating activities,” is a Non-GAAP financial measure. This measure can be calculated by deducting amounts under the captions “Additions to property and equipment”, deducting or adding Restricted and other investment activity and the return of capital from investment in unconsolidated entity from “Net cash provided by operating activities” from the consolidated statements of cash flows, adjusted for any significant legal settlements. Free cash flow should be used in conjunction with other GAAP financial performance measures and may not be comparable to free cash flow measures presented by other companies. Free cash flow should be viewed as a supplemental measure rather than an alternative measure of cash flows from operating activities, as determined in accordance with GAAP. Free cash flow is limited and does not represent remaining cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt maturities. We believe free cash flow provides useful supplemental information to investors regarding our current and projected cash flow, along with other GAAP measures (such as cash flows from operating and investing activities), to determine our financial condition, and to compare our operating performance to other communications, entertainment and media companies. We have excluded the \$210,000 payment related to the pre-1972 sound recordings legal settlement from our free cash flow calculation in the year ended December 31, 2015.

We believe these Non-GAAP financial measures provide useful information to investors regarding our financial condition and results of operations. We believe investors find these Non-GAAP financial performance measures useful in evaluating our core trends because it provides a direct view of our underlying contractual costs. We believe investors use our current and projected adjusted EBITDA to estimate our current or prospective enterprise value and to make investment decisions. By providing these Non-GAAP financial measures, together with the reconciliations to the most directly comparable GAAP measure, we believe we are enhancing investors' understanding of our business and our results of operations.

These Non-GAAP financial measures should be viewed in addition to, and not as an alternative for or superior to, our reported results prepared in accordance with GAAP. In addition, these Non-GAAP financial measures may not be comparable to similarly-titled measures by other companies. Please refer to the glossary (pages 36 through 40) for a further discussion of such Non-GAAP financial measures and reconciliations to the most directly comparable GAAP measure. The following table contains our key operating metrics based on our adjusted results of operations for the years ended December 31, 2015, 2014 and 2013. Subscribers and subscription related revenues and expenses associated with our connected vehicle services are not included in our subscriber count or subscriber-based operating metrics:

	Unaudited		
	For the Years Ended December 31,		
	2015	2014	2013
Self-pay subscribers	24,288	22,523	21,082
Paid promotional subscribers	5,306	4,788	4,477
Ending subscribers	29,594	27,311	25,559
Self-pay subscribers	1,765	1,441	1,512
Paid promotional subscribers	517	311	147
Net additions (a)	2,283	1,752	1,659
Daily weighted average number of subscribers	28,337	26,284	24,886
Average self-pay monthly churn	1.8 %	1.9 %	1.8 %
New vehicle consumer conversion rate	40 %	41 %	44 %
ARPU	\$ 12.53	\$ 12.38	\$ 12.23
SAC, per installation	\$ 33	\$ 34	\$ 43
Customer service and billing expenses, per average subscriber	\$ 1.01	\$ 1.07	\$ 1.06
Free cash flow	\$ 1,315,193	\$ 1,155,776	\$ 927,496
Adjusted EBITDA	\$ 1,657,617	\$ 1,467,775	\$ 1,166,140

(a) Note: Amounts may not sum as a result of rounding.

*Subscribers.* At December 31, 2015, we had approximately 29.6 million subscribers, an increase of approximately 2.3 million subscribers, or 8%, from the approximate 27.3 million subscribers as of December 31, 2014.

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, net additions were 2,283 thousand and 1,752 thousand, respectively, an increase of 30%, or 531 thousand. The increase in subscribers was primarily due to increases in original and subsequent owner trial conversions, as well as increases in shipments by OEMs offering paid trials and activations of inactive radios, partially offset by higher deactivations related to vehicle turnover and non-pay churn resulting from changes in telemarketing practices following the Federal Communications Commission's July 10, 2015 order relating to the Telephone Consumer Protection Act of 1991.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, net additions were 1,752 thousand and 1,659 thousand, respectively, an increase of 6%, or 93 thousand. The increase in subscribers was primarily due to increases in shipments by OEMs offering paid trials as well as increases in trial conversions, offset by higher deactivations related to vehicle turnover as well as voluntary reasons.

*Average Self-pay Monthly Churn* is derived by dividing the monthly average of self-pay deactivations for the period by the average number of self-pay subscribers for the period. (See accompanying glossary on pages 36 through 40 for more details.)

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, our average self-pay monthly churn rate was 1.8% and 1.9%, respectively. The decrease in churn was due to a reduction in the total number of subscribers leaving for voluntary reasons.
- *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, our average self-pay monthly churn rate was 1.9% and 1.8%, respectively. The increase was due to increased vehicle related churn associated with existing self-pay subscribers migrating to unpaid trials, offset by improvements in voluntary churn.

*New Vehicle Consumer Conversion Rate* is the percentage of owners and lessees of new vehicles that receive our service and convert to become self-paying subscribers after an initial promotional period. The metric excludes rental and fleet vehicles. (See accompanying glossary on pages 36 through 40 for more details).

- *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, the new vehicle consumer conversion rate was 40% and 41%, respectively. The decrease in conversion was primarily due to an increased vehicle penetration rate and

the effect of the suspension of certain outbound calling efforts by our vendors as they evaluated the Federal Communications Commission's July 10, 2015 order relating to the Telephone Consumer Protection Act of 1991, partially offset by improvements in converting previously active subscribers during a trial.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, the new vehicle consumer conversion rate was 41% and 44%, respectively. The decrease in the new vehicle consumer conversion rate was primarily due to an increased vehicle penetration rate and lower conversion of first-time satellite enabled car buyers and lessees in lower priced vehicles.

*ARPU* is derived from total earned subscriber revenue (excluding revenue derived from our connected vehicle services business), net advertising revenue and other subscription-related revenue, net of purchase price accounting adjustments, divided by the number of months in the period, divided by the daily weighted average number of subscribers for the period. (For a reconciliation to GAAP see the accompanying glossary on pages 36 through 40 for more details.)

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, ARPU was \$12.53 and \$12.38, respectively. The increase was driven primarily by increases in certain of our subscription rates, partially offset by growth in subscription discounts and limited channel plans offered through customer acquisition and retention programs, and a shift to longer-term promotional data service plans with lower rates.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, ARPU was \$12.38 and \$12.23, respectively. The increase was driven primarily by the contribution of the U.S. Music Royalty Fee, and the impact of the increase in certain of our subscription rates beginning in January 2014. The positive result was partially offset by growth in subscription discounts and limited channel plans offered through our customer acquisition and retention programs, lifetime subscription plans that had reached full revenue recognition and changes in contracts with an automaker and a rental car company.

*SAC, Per Installation*, is derived from subscriber acquisition costs and margins from the sale of radios, components and accessories, excluding purchase price accounting adjustments, divided by the number of satellite radio installations in new vehicles and shipments of aftermarket radios for the period. (For a reconciliation to GAAP see the accompanying glossary on pages 36 through 40 for more details.)

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, SAC, per installation, was \$33 and \$34, respectively. The decrease was primarily due to lower subsidies on chipsets and improvements in contractual OEM rates.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, SAC, per installation, was \$34 and \$43, respectively. The decrease was primarily due to improvements in contractual OEM rates.

*Customer Service and Billing Expenses, Per Average Subscriber*, is derived from total customer service and billing expenses, excluding connected vehicle customer service and billing expenses and share-based payment expense, divided by the number of months in the period, divided by the daily weighted average number of subscribers for the period. (For a reconciliation to GAAP see the accompanying glossary on pages 36 through 40 for more details.)

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, customer service and billing expenses, per average subscriber, were \$1.01 and \$1.07, respectively. The decrease was driven primarily by efficiencies achieved from management's strategic initiatives implemented at our call centers operated by our vendors, as well as a decrease in the rate at which subscribers call to cancel.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, customer service and billing expenses, per average subscriber, were \$1.07 and \$1.06, respectively. The increase was primarily driven by bad debt expense.

*Free Cash Flow* includes cash provided by operations, net of additions to property and equipment, restricted and other investment activity, and the return of capital from investment in unconsolidated entity, excluding the \$210,000 pre-1972 sound recordings legal settlement payment. (For a reconciliation to GAAP see the accompanying glossary on pages 36 through 40 for more details.)

· *2015 vs. 2014:* For the years ended December 31, 2015 and 2014, free cash flow was \$1,315,193 and \$1,155,776, respectively, an increase of \$159,417, or 14%. Excluding the \$210,000 pre-1972 sound recordings legal settlement payment, the increase was primarily driven by higher net cash provided by operating activities from improved operating performance, and higher collections from subscribers, partially offset by higher interest payments.

· *2014 vs. 2013:* For the years ended December 31, 2014 and 2013, free cash flow was \$1,155,776 and \$927,496, respectively, an increase of \$228,280, or 25%. The increase was primarily driven by higher net cash provided by operating activities from improved performance, collections from subscribers and distributors, the absence of

satellite construction related payments and dividends received from Sirius XM Canada, partially offset by payments related to improvements to our terrestrial repeater network.

*Adjusted EBITDA.* EBITDA is defined as net income before interest expense, net of amounts capitalized; income tax expense and depreciation and amortization. Adjusted EBITDA excludes the impact of other income, loss on disposal of assets, loss on extinguishment of debt, loss on change in value of derivatives as well as certain other non-cash charges, such as certain purchase price accounting adjustments, share-based payment expense and settlements related to the historical use of pre-1972 sound recordings. (For a reconciliation to GAAP see the accompanying glossary on pages 36 through 40 for more details.)

*2015 vs. 2014:* For the years ended December 31, 2015 and 2014, adjusted EBITDA was \$1,657,617 and \$1,467,775, respectively, an increase of 13%, or \$189,842. The increase was due to growth in adjusted revenues primarily as a result of the increase in our subscriber base and certain of our subscription rates, partially offset by higher costs associated with the growth in our revenues and subscriber base.

*2014 vs. 2013:* For the years ended December 31, 2014 and 2013, adjusted EBITDA was \$1,467,775 and \$1,166,140, respectively, an increase of 26%, or \$301,635. The increase was due to growth in adjusted revenues primarily as a result of the increase in our subscriber base and certain of our subscription rates, improved revenue share and OEM subsidy rates per vehicle, and the renewal of certain programming agreements at more cost effective terms; partially offset by higher legal expenses and costs associated with the growth in our revenues and subscriber base.

**Liquidity and Capital Resources**

*Cash Flows for years ended December 31, 2015 compared with the years ended December 31, 2014 and the year ended December 31, 2014 compared with the year ended December 31, 2013.*

As of December 31, 2015 and 2014, we had \$111,838 and \$147,724, respectively, of cash and cash equivalents. The following table presents a summary of our cash flow activity for the periods set forth below:

	For the Years Ended December 31,			2015 vs 2014	2014 vs 2013
	2015	2014	2013		
Net cash provided by operating activities	\$ 1,244,051	\$ 1,253,244	\$ 1,102,832	\$ (9,193)	\$ 150,412
Net cash used in investing activities	(138,858)	(96,324)	(700,688)	(42,534)	604,364
Net cash used in financing activities	(1,141,079)	(1,144,001)	(788,284)	2,922	(355,717)
Net (decrease) increase in cash and cash equivalents	(35,886)	12,919	(386,140)	(48,805)	399,059
Cash and cash equivalents at beginning of period	147,724	134,805	520,945	12,919	(386,140)
Cash and cash equivalents at end of period	\$ 111,838	\$ 147,724	\$ 134,805	\$ (35,886)	\$ 12,919

*Cash Flows Provided by Operating Activities*

Cash flows provided by operating activities decreased by \$9,193 to \$1,244,051 for the year ended December 31, 2015 from \$1,253,244 for the year ended December 31, 2014. Cash flows provided by operating activities increased by \$150,412 to \$1,253,244 for the year ended December 31, 2014 from \$1,102,832 for the year ended December 31, 2013.

Our largest source of cash provided by operating activities is generated by subscription and subscription-related revenues. We also generate cash from the sale of advertising on certain non-music channels and the sale of satellite radios, components and accessories. Our primary uses of cash from operating activities include revenue share and royalty payments to distributors, programming and content providers, and payments to radio manufacturers, distributors and automakers. In addition, uses of cash from operating activities include payments to vendors to service, maintain and acquire subscribers, general corporate expenditures, and compensation and related costs.

*Cash Flows Used in Investing Activities*

Cash flows used in investing activities are primarily due to additional spending to improve our terrestrial repeater network and for capitalized software. In 2015, our cash flows used in investing activities also included an increase to our letters of credit issued for the benefit of lessors of certain of our office space. In 2014, our cash flows used in investing activities were primarily due to additional spending to improve our terrestrial repeater network and for capitalized software, partially offset by a special one-time dividend received from our investment in Sirius XM Canada of \$24,178. We expect to continue to incur significant costs to improve our terrestrial repeater network and broadcast and administrative infrastructure. In 2013, our cash flows used in investing activities included \$525,352 related to our acquisition of the connected vehicle business of Agero, Inc.

#### *Cash Flows Used in Financing Activities*

Cash flows used in financing activities consists of the issuance and repayment of long-term debt, cash used in our stock option program and the purchase of common stock under our share repurchase program. Proceeds from long-term debt, related party debt and equity issuances have been used to fund our operations, construct and launch new satellites and invest in other infrastructure improvements.

Cash flows provided by financing activities in 2015 were due to the issuance of \$1,000,000 aggregate principal amount of 5.375% Senior Notes due 2025 and borrowings under the Credit Facility. Cash flows used in financing activities in 2015 were primarily due to the purchase and retirement of shares of our common stock under our repurchase program for \$2,018,254 and repayments under the Credit Facility. Cash flows used in financing activities in 2014 were primarily due to the purchase of shares of our common stock under our repurchase program for \$2,496,799 and repayments under the Credit Facility. In 2014, we issued \$1,500,000 aggregate principal amount of 6.00% Senior Notes due 2024. Cash flows used in financing activities in 2013 were primarily due to the purchase of shares of our common stock under our share repurchase program for \$1,762,360, and the extinguishment of \$800,000 of our then outstanding 8.75% Senior Notes due 2015 and \$700,000 of our then outstanding 7.625% Senior Notes due 2018. In 2013, we issued \$650,000 aggregate principal amount of 5.875% Senior Notes due 2020, \$600,000 aggregate principal amount of 5.75% Senior Notes due 2021, \$500,000 aggregate principal amount of 4.25% Senior Notes due 2020 and \$500,000 aggregate principal amount of 4.625% Senior Notes due 2023.

#### *Future Liquidity and Capital Resource Requirements*

Based upon our current business plans, we expect to fund operating expenses, capital expenditures, working capital requirements, legal settlements, interest payments, taxes and scheduled maturities of our debt with existing cash, cash flow from operations and borrowings under our Credit Facility. As of December 31, 2015, \$1,410,000 was available for future borrowing under our Credit Facility. We believe that we have sufficient cash and cash equivalents as well as debt capacity to cover our estimated short-term and long-term funding needs, as well as fund stock repurchases and any strategic opportunities.

Our ability to meet our debt and other obligations depends on our future operating performance and on economic, financial, competitive and other factors. We continually review our operations for opportunities to adjust the timing of expenditures to ensure that sufficient resources are maintained.

We regularly evaluate our business plans and strategy. These evaluations often result in changes to our business plans and strategy, some of which may be material and significantly change our cash requirements. These changes in our business plans or strategy may include: the acquisition of unique or compelling programming; the introduction of new features or services; significant new or enhanced distribution arrangements; investments in infrastructure, such as satellites, equipment or radio spectrum; and acquisitions, including acquisitions that are not directly related to our satellite radio business.

#### *Stock Repurchase Program*

Since December 2012, our board of directors approved for repurchase an aggregate of \$8,000,000 of our common stock. Our board of directors did not establish an end date for this stock repurchase program. Shares of common stock may be purchased from time to time on the open market, pursuant to pre-set trading plans meeting the requirements of Rule 10b5-1 under the Exchange Act, in privately negotiated transactions, including transactions with Liberty Media and its affiliates, or otherwise.

As of December 31, 2015, our cumulative repurchases since December 2012 under our stock repurchase program totaled 1,783,496 shares for \$6,301,140, and \$1,698,860 remained available under our stock repurchase program. We expect to fund future repurchases through a combination of cash on hand, cash generated by operations and future borrowings.

#### *Debt Covenants*

The indentures governing Sirius XM's senior notes, and the agreement governing the Credit Facility include restrictive covenants. As of December 31, 2015, we were in compliance with such covenants. For a discussion of our "Debt Covenants," refer to Note 13 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K.

#### *Off-Balance Sheet Arrangements*

We do not have any significant off-balance sheet arrangements other than those disclosed in Note 16 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K that are reasonably likely to have a material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

### ***Contractual Cash Commitments***

For a discussion of our “Contractual Cash Commitments,” refer to Note 16 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K.

### ***Related Party Transactions***

For a discussion of “Related Party Transactions,” refer to Note 11 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K.

### ***Critical Accounting Policies and Estimates***

Our consolidated financial statements are prepared in accordance with GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods. Accounting estimates require the use of significant management assumptions and judgments as to future events, and the effect of those events cannot be predicted with certainty. The accounting estimates will change as new events occur, more experience is acquired and more information is obtained. We evaluate and update our assumptions and estimates on an ongoing basis and use outside experts to assist in that evaluation when we deem necessary. We have identified all significant accounting policies in Note 3 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K.

*Goodwill.* Goodwill represents the excess of the purchase price over the estimated fair value of net tangible and identifiable intangible assets acquired in business combinations. Our annual impairment assessment of our single reporting unit is performed as of the fourth quarter of each year. Assessments are performed at other times if events or circumstances indicate it is more likely than not that the asset is impaired. Step one of the impairment assessment compares the fair value of the entity to its carrying value and if the fair value exceeds its carrying value, goodwill is not impaired. If the carrying value exceeds the fair value, the implied fair value of goodwill is compared to the carrying value of goodwill; an impairment loss will be recorded for the amount the carrying value exceeds the implied fair value. Our quantitative assessment is based on our enterprise fair value. At the date of our annual assessment for 2015, the fair value of our single reporting unit substantially exceeded its carrying value and therefore was not at risk of failing step one of Accounting Standards Codification (“ASC”) 350-20, *Goodwill*. ASC 350-35 states that if the carrying amount of the reporting unit is zero or negative, the second step of the impairment test shall be performed to measure the amount of impairment loss, if any, when it is more likely than not that a goodwill impairment exists based on adverse qualitative factors. Subsequent to our annual assessment performed in the fourth quarter of 2015, we were not aware of any adverse qualitative factors that would indicate any impairment to our goodwill as of December 31, 2015. No impairment losses were recorded for goodwill during the years ended December 31, 2015, 2014 and 2013.

*Long-Lived and Indefinite-Lived Assets.* We carry our long-lived assets at cost less accumulated amortization and depreciation. We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset is not recoverable. At the time an impairment in the value of a long-lived asset is identified, the impairment is measured as the amount by which the carrying amount of a long-lived asset exceeds its fair value.

Our annual impairment assessment of indefinite-lived assets, our FCC licenses and XM trademark, is performed as of the fourth quarter of each year and an assessment is made at other times if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. Accounting Standards Update 2012-02, *Testing Indefinite-Lived Intangible Assets for Impairment*, establishes an option to first perform a qualitative assessment to determine whether it is more likely than not that an asset is impaired. If the qualitative assessment supports that it is more likely than not that the fair value of the asset exceeds its carrying value, a company is not required to perform a quantitative impairment test. If the qualitative assessment does not support the fair value of the asset, then a quantitative assessment is performed. During the fourth quarter of 2015, a qualitative impairment analysis was performed and we determined that the fair value of our FCC licenses and trademark substantially exceeded the carrying value and therefore was not at risk of impairment. Our qualitative assessment includes the consideration of our long-term financial projections, current and historical weighted average cost of capital and liquidity factors, legal and regulatory issues and industry and market pressures. Subsequent to our annual evaluation of the carrying value of our long-lived assets, there were no events or circumstances that triggered the need for an impairment evaluation.

There were no changes in the carrying value of our indefinite life intangible assets during the years ended December 31, 2015 or 2014.

*Useful Life of Broadcast/Transmission System.* Our satellite system includes the costs of our satellite construction, launch vehicles, launch insurance, capitalized interest, spare satellites, terrestrial repeater network and satellite uplink facilities. We monitor our satellites for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset is not recoverable.

We operate five in-orbit Sirius satellites, FM-1, FM-2, FM-3, FM-5 and FM-6. Our FM-1, FM-2 and FM-3 satellites were launched in 2000 and reached the end of their depreciable lives in 2013 and 2015 but are still in operation. We estimate that our FM-5 satellite launched in 2009 will operate effectively through the end of its depreciable life in 2024. Our FM-6 satellite that was launched in 2013, is currently used as an in-orbit spare that is planned to start full-time operation in 2016 and is expected to operate effectively through the end of its depreciable life in 2028.

We operate three in-orbit XM satellites, XM-3, XM-4 and XM-5. We estimate that our XM-3 and XM-4 satellites launched in 2005 and 2006, respectively, will reach the end of their depreciable lives in 2020 and 2021, respectively. Our XM-5 satellite was launched in 2010, is used as an in-orbit spare and is expected to reach the end of its depreciable life in 2025.

Our satellites have been designed to last fifteen-years. Our in-orbit satellites may experience component failures which could adversely affect their useful life. We monitor the operating condition of our in-orbit satellites and if events or circumstances indicate that the depreciable lives of our in-orbit satellites have changed, we will modify the depreciable life accordingly. If we were to revise our estimates, our depreciation expense would change.

*Income Taxes.* Deferred income taxes are recognized for the tax consequences related to temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax purposes, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. In determining the period in which related tax benefits are realized for book purposes, excess share-based compensation deductions included in net operating losses are realized after regular net operating losses are exhausted; excess tax compensation benefits are recorded off-balance sheet as a memo entry until the period the excess tax benefit is realized through a reduction of taxes payable. Income tax expense is the sum of current income tax plus the change in deferred tax assets and liabilities.

We assess the recoverability of deferred tax assets at each reporting date and, where applicable, a valuation allowance is recognized when, based on the weight of all available evidence, it is considered more likely than not that all, or some portion, of the deferred tax assets will not be realized. Our assessment includes an analysis of whether deferred tax assets will be realized in the ordinary course of operations based on the available positive and negative evidence, including the scheduling of deferred tax liabilities and forecasted income from operations. The underlying assumptions we use in forecasting future taxable income require significant judgment. In the event that actual income from operations differs from forecasted amounts, or if we change our estimates of forecasted income from operations, we could record additional charges or reduce allowances in order to adjust the carrying value of deferred tax assets to their realizable amount. Such adjustments could be material to our consolidated financial statements.

As of December 31, 2015, we had a valuation allowance of \$49,095 relating to deferred tax assets that are not likely to be realized due to certain state net operating loss limitations and acquired net operating losses that we were not likely to utilize.

ASC 740 requires a company to first determine whether it is more likely than not that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more likely than not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority. If the tax position is not more likely than not to be sustained, the gross amount of the unrecognized tax position will not be recorded in the financial statements but will be shown in tabular format within the uncertain income tax positions. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs due to the following conditions: (1) the tax position is "more likely than not" to be sustained, (2) the tax position, amount, and/or timing is ultimately settled through negotiation or litigation, or (3) the statute of limitations for the tax position has expired. A number of years may elapse before an uncertain tax position is effectively settled or until there is a lapse in the applicable statute of limitations. We record interest and penalties related to uncertain tax positions in Income tax expense in our consolidated statements of comprehensive income. As of December 31, 2015, the gross liability for income taxes associated with uncertain state tax positions was \$253,277.

## Glossary

**Adjusted EBITDA** - EBITDA is defined as net income before interest expense, net of amounts capitalized; income tax expense and depreciation and amortization. We adjust EBITDA to exclude the impact of other income, loss on disposal of assets, loss on extinguishment of debt, loss on change in value of derivatives as well as certain other charges discussed below. This measure is one of the primary Non-GAAP financial measures on which we (i) evaluate the performance of our on-going core operating results period over period, (ii) base our internal budgets and (iii) compensate management. As such, adjusted EBITDA is a Non-GAAP financial performance measure that excludes (if applicable): (i) certain adjustments as a result of the purchase price accounting for the Merger, (ii) depreciation and amortization, (iii) share-based payment expense and (iv) other significant operating expense (income) that do not relate to the on-going performance of our business. The purchase price accounting adjustments include: (i) the elimination of deferred revenue associated with the investment in XM Canada, (ii) recognition of deferred subscriber revenues not recognized in purchase price accounting, and (iii) elimination of the benefit of deferred credits on executory contracts, which are primarily attributable to third party arrangements with an OEM and programming providers. We believe adjusted EBITDA is a useful measure of the underlying trend of our operating performance, which provides useful information about our business apart from the costs associated with our physical plant, capital structure and purchase price accounting. We believe investors find this Non-GAAP financial measure useful when analyzing our results and comparing our operating performance to the performance of other communications, entertainment and media companies. We believe investors use current and projected adjusted EBITDA to estimate our current and prospective enterprise value and to make investment decisions. Because we fund and build-out our satellite radio system through the periodic raising and expenditure of large amounts of capital, our results of operations reflect significant charges for depreciation expense. The exclusion of depreciation and amortization expense is useful given significant variation in depreciation and amortization expense that can result from the potential variations in estimated useful lives, all of which can vary widely across different industries or among companies within the same industry. We believe the exclusion of share-based payment expense and loss on disposal of assets is useful as they are not directly related to the operational conditions of our business. We also believe the exclusion of settlements related only to the historical use of pre-1972 sound recordings is useful as it does not represent an expense incurred as part of normal operations for the period.

Adjusted EBITDA has certain limitations in that it does not take into account the impact to our statements of comprehensive income of certain expenses, including share-based payment expense and certain purchase price accounting for the Merger. We endeavor to compensate for the limitations of the Non-GAAP measure presented by also providing the comparable GAAP measure with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the Non-GAAP measure. Investors that wish to compare and evaluate our operating results after giving effect for these costs, should refer to net income as disclosed in our consolidated statements of comprehensive income. Since adjusted EBITDA is a Non-GAAP financial performance measure, our calculation of adjusted EBITDA may be susceptible to varying calculations; may not be comparable to other similarly titled measures of other companies; and should not be considered in isolation, as a substitute for, or superior to measures of financial performance prepared in accordance with GAAP. The reconciliation of net income to the adjusted EBITDA is calculated as follows:

	Unaudited		
	For the Years Ended December 31,		
	2015	2014	2013
Net income (GAAP):	\$ 509,724	\$ 493,241	\$ 377,215
Add back items excluded from Adjusted EBITDA:			
Purchase price accounting adjustments:			
Revenues (see pages 37-38)	7,251	7,251	7,251
Operating expenses (see pages 37-38)	(1,394)	(3,781)	(207,854)
Pre-1972 sound recordings historical legal settlements (GAAP)	109,164	—	—
Loss on disposal of assets (GAAP)	7,384	—	—
Loss on change in value of derivatives (GAAP)	—	34,485	20,393
Share-based payment expense (GAAP)	84,310	78,212	68,876
Depreciation and amortization (GAAP)	272,214	266,423	253,314
Interest expense, net of amounts capitalized (GAAP)	299,103	269,010	204,671
Loss on extinguishment of debt and credit facilities, net (GAAP)	—	—	190,577
Other income (GAAP)	(12,379)	(14,611)	(8,180)
Income tax expense (GAAP)	382,240	337,545	259,877
Adjusted EBITDA	<u>\$ 1,657,617</u>	<u>\$ 1,467,775</u>	<u>\$ 1,166,140</u>

**Adjusted Revenues and Operating Expenses** - We define this Non-GAAP financial measure as our actual revenues and operating expenses adjusted to exclude the impact of certain purchase price accounting adjustments from the Merger and share-based payment expense. We use this Non-GAAP financial measure to manage our business, to set operational goals and as a basis for determining performance-based compensation for our employees. The following tables reconcile our actual revenues and operating expenses to our adjusted revenues and operating expenses for the years ended December 31, 2015, 2014 and 2013:

	Unaudited For the Year Ended December 31, 2015			
	As Reported	Purchase Price Accounting Adjustments	Allocation of Share-based Payment Expense	Adjusted
<b>Revenue:</b>				
Subscriber revenue	\$ 3,824,793	\$ —	\$ —	\$ 3,824,793
Advertising revenue	122,292	—	—	122,292
Equipment revenue	110,923	—	—	110,923
Other revenue	512,050	7,251	—	519,301
<b>Total revenue</b>	<b>\$ 4,570,058</b>	<b>\$ 7,251</b>	<b>\$ —</b>	<b>\$ 4,577,309</b>
<b>Operating expenses</b>				
Cost of services:				
Revenue share and royalties	\$ 1,034,832	\$ —	\$ —	\$ 1,034,832
Programming and content	293,091	1,394	(10,325)	284,160
Customer service and billing	377,908	—	(2,982)	374,926
Satellite and transmission	94,609	—	(4,147)	90,462
Cost of equipment	42,724	—	—	42,724
Subscriber acquisition costs	532,599	—	—	532,599
Sales and marketing	354,189	—	(17,985)	336,204
Engineering, design and development	64,403	—	(9,470)	54,933
General and administrative	324,801	—	(39,401)	285,400
Depreciation and amortization (a)	272,214	—	—	272,214
Share-based payment expense	—	—	84,310	84,310
<b>Total operating expenses</b>	<b>\$ 3,391,370</b>	<b>\$ 1,394</b>	<b>\$ —</b>	<b>\$ 3,392,764</b>

(a) Purchase price accounting adjustments included above exclude the incremental depreciation and amortization associated with the \$785,000 stepped up basis in property, equipment and intangible assets as a result of the Merger. The increased depreciation and amortization for the year ended December 31, 2015 was \$35,000.

Unaudited For the Year Ended December 31, 2014				
	As Reported	Purchase Price Accounting Adjustments	Allocation of Share-based Payment Expense	Adjusted
<b>Revenue:</b>				
Subscriber revenue	\$ 3,554,302	\$ —	\$ —	\$ 3,554,302
Advertising revenue	100,982	—	—	100,982
Equipment revenue	104,661	—	—	104,661
Other revenue	421,150	7,251	—	428,401
Total revenue	<u>\$ 4,181,095</u>	<u>\$ 7,251</u>	<u>\$ —</u>	<u>\$ 4,188,346</u>
<b>Operating expenses</b>				
Cost of services:				
Revenue share and royalties	\$ 810,028	\$ —	\$ —	\$ 810,028
Programming and content	297,313	3,781	(9,180 )	291,914
Customer service and billing	370,585	—	(2,780 )	367,805
Satellite and transmission	86,013	—	(4,091 )	81,922
Cost of equipment	44,397	—	—	44,397
Subscriber acquisition costs	493,464	—	—	493,464
Sales and marketing	336,480	—	(15,454 )	321,026
Engineering, design and development	62,784	—	(8,675 )	54,109
General and administrative	293,938	—	(38,032 )	255,906
Depreciation and amortization (a)	266,423	—	—	266,423
Share-based payment expense	—	—	78,212	78,212
Total operating expenses	<u>\$ 3,061,425</u>	<u>\$ 3,781</u>	<u>\$ —</u>	<u>\$ 3,065,206</u>

(a) Purchase price accounting adjustments included above exclude the incremental depreciation and amortization associated with the \$785,000 stepped up basis in property, equipment and intangible assets as a result of the Merger. The increased depreciation and amortization for the year ended December 31, 2014 was \$39,000.

Unaudited For the Year Ended December 31, 2013				
	As Reported	Purchase Price Accounting Adjustments	Allocation of Share- based Payment Expense	Adjusted
<b>Revenue:</b>				
Subscriber revenue	\$ 3,284,660	\$ —	\$ —	\$ 3,284,660
Advertising revenue	89,288	—	—	89,288
Equipment revenue	80,573	—	—	80,573
Other revenue	344,574	7,251	—	351,825
Total revenue	<u>\$ 3,799,095</u>	<u>\$ 7,251</u>	<u>\$ —</u>	<u>\$ 3,806,346</u>
<b>Operating expenses</b>				
Cost of services:				
Revenue share and royalties	\$ 677,642	\$ 122,534	\$ —	\$ 800,176
Programming and content	290,323	8,033	(7,584 )	290,772
Customer service and billing	320,755	—	(2,219 )	318,536
Satellite and transmission	79,292	—	(3,714 )	75,578
Cost of equipment	26,478	—	—	26,478
Subscriber acquisition costs	495,610	64,365	—	559,975
Sales and marketing	291,024	12,922	(14,792 )	289,154
Engineering, design and development	57,969	—	(7,405 )	50,564
General and administrative	262,135	—	(33,162 )	228,973
Depreciation and amortization (a)	253,314	—	—	253,314
Share-based payment expense	—	—	68,876	68,876
Total operating expenses	<u>\$ 2,754,542</u>	<u>\$ 207,854</u>	<u>\$ —</u>	<u>\$ 2,962,396</u>

(a) Purchase price accounting adjustments included above exclude the incremental depreciation and amortization associated with the \$785,000 stepped up basis in property, equipment and intangible assets as a result of the Merger. The increased depreciation and amortization for the year ended December 31, 2013 was \$47,000.

**ARPU** - is derived from total earned subscriber revenue, advertising revenue and other subscription-related revenue, excluding revenue associated with our connected vehicle business, divided by the number of months in the period, divided by the daily weighted average number of subscribers for the period. Other subscription-related revenue includes the U.S. Music Royalty Fee. ARPU is calculated as follows:

	Unaudited		
	For the Years Ended December 31,		
	2015	2014	2013
Subscriber revenue, excluding connected vehicle (GAAP)	\$ 3,726,340	\$ 3,466,050	\$ 3,272,718
Add: advertising revenue (GAAP)	122,292	100,982	89,288
Add: other subscription-related revenue (GAAP)	410,644	336,408	290,895
	<u>\$ 4,259,276</u>	<u>\$ 3,903,440</u>	<u>\$ 3,652,901</u>
Daily weighted average number of subscribers	<u>28,337</u>	<u>26,284</u>	<u>24,886</u>
ARPU	<u>\$ 12.53</u>	<u>\$ 12.38</u>	<u>\$ 12.23</u>

**Average self-pay monthly churn** - is defined as the monthly average of self-pay deactivations for the period divided by the average number of self-pay subscribers for the period.

**Customer service and billing expenses, per average subscriber** - is derived from total customer service and billing expenses, excluding connected vehicle customer service and billing expenses and share-based payment expense, divided by the number of months in the period, divided by the daily weighted average number of subscribers for the period. We believe the exclusion of share-based payment expense in our calculation of customer service and billing expenses, per average subscriber, is useful as share-based payment expense is not directly related to the operational conditions that give rise to variations in the components of our customer service and billing expenses. Customer service and billing expenses, per average subscriber, is calculated as follows:

	Unaudited		
	For the Years Ended December 31,		
	2015	2014	2013
Customer service and billing expenses, excluding connected vehicle (GAAP)	\$ 346,789	\$ 340,094	\$ 317,832
Less: share-based payment expense (GAAP)	(2,982)	(2,780)	(2,219)
	<u>\$ 343,807</u>	<u>\$ 337,314</u>	<u>\$ 315,613</u>
Daily weighted average number of subscribers	<u>28,337</u>	<u>26,284</u>	<u>24,886</u>
Customer service and billing expenses, per average subscriber	<u>\$ 1.01</u>	<u>\$ 1.07</u>	<u>\$ 1.06</u>

**Free cash flow** - is derived from cash flow provided by operating activities, net of additions to property and equipment, restricted and other investment activity, and the return of capital from investment in unconsolidated entity, excluding the \$210,000 pre-1972 sound recordings legal settlement payment. Free cash flow is calculated as follows:

	Unaudited		
	For the Years Ended December 31,		
	2015	2014	2013
<b>Cash Flow information</b>			
Net cash provided by operating activities	\$ 1,244,051	\$ 1,253,244	\$ 1,102,832
Net cash used in investing activities	\$ (138,858)	\$ (96,324)	\$ (700,688)
Net cash used in financing activities	\$ (1,141,079)	\$ (1,144,001)	\$ (788,284)
<b>Free Cash Flow</b>			
Net cash provided by operating activities	\$ 1,244,051	\$ 1,253,244	\$ 1,102,832
Additions to property and equipment	(134,892)	(121,646)	(173,617)
Purchases of restricted and other investments	(3,966)	—	(1,719)
Return of capital from investment in unconsolidated entity	—	24,178	—
Pre-1972 sound recordings legal settlement	210,000	—	—
Free cash flow	<u>\$ 1,315,193</u>	<u>\$ 1,155,776</u>	<u>\$ 927,496</u>

**New vehicle consumer conversion rate** - is defined as the percentage of owners and lessees of new vehicles that receive our satellite radio service and convert to become self-paying subscribers after the initial promotion period. At the time satellite radio enabled vehicles are sold or leased, the owners or lessees generally receive trial subscriptions ranging from three to twelve months. We measure conversion rate three months after the period in which the trial service ends. The metric excludes rental and fleet vehicles.

**Subscriber acquisition cost, per installation** - or SAC, per installation, is derived from subscriber acquisition costs and margins from the sale of radios and accessories, excluding purchase price accounting adjustments, divided by the number of satellite radio installations in new vehicles and shipments of aftermarket radios for the period. Purchase price accounting adjustments associated with the Merger include the elimination of the benefit of amortization of deferred credits on executory contracts recognized at the Merger date attributable to an OEM. SAC, per installation, is calculated as follows:

	Unaudited		
	For the Years Ended December 31,		
	2015	2014	2013
Subscriber acquisition costs (GAAP)	\$ 532,599	\$ 493,464	\$ 495,610
Less: margin from direct sales of radios and accessories (GAAP)	(68,199 )	(60,264 )	(54,095 )
Add: purchase price accounting adjustments	—	—	64,365
	\$ 464,400	\$ 433,200	\$ 505,880
Installations	14,041	12,788	11,765
SAC, per installation	\$ 33	\$ 34	\$ 43

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

As of December 31, 2015, we did not hold or issue any free-standing derivatives. We hold investments in money market funds and certificates of deposit. These securities are consistent with the objectives contained within our investment policy. The basic objectives of our investment policy are the preservation of capital, maintaining sufficient liquidity to meet operating requirements and maximizing yield.

Our debt includes fixed rate instruments and the fair market value of our debt is sensitive to changes in interest rates. Sirius XM's borrowings under the Credit Facility carry a variable interest rate based on LIBOR plus an applicable rate based on its debt to operating cash flow ratio. We currently do not use interest rate derivative instruments to manage our exposure to interest rate fluctuations.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

See the Index to Consolidated Financial Statements and financial statements and financial statement schedule contained in Item 15 herein, which are incorporated herein by reference.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. An evaluation was performed under the supervision and with the participation of our management, including James E. Meyer, our Chief Executive Officer, and David J. Frear, our Senior Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as that term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2015. Based on that evaluation, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of December 31, 2015 at the reasonable assurance level. There has been no change in our internal control over financial reporting (as that term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. We have performed an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our internal control over financial reporting. Our management used the updated Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission to perform this evaluation. Based on that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our internal control over financial reporting was effective as of December 31, 2015.

KPMG LLP, an independent registered public accounting firm, which has audited and reported on the consolidated financial statements contained in this Annual Report on Form 10-K, has issued its report on the effectiveness of our internal control over financial reporting which follows this report.

**Audit Report of the Independent Registered Public Accounting Firm**

The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their audit report appearing on page F-3 of this Annual Report on Form 10-K.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information about our executive officers is contained in the discussion entitled "Executive Officers of the Registrant" in Part I of this Annual Report on Form 10-K.

The additional information required by this Item 10 is incorporated in this report by reference to the applicable information in our definitive proxy statement for the 2016 annual meeting of stockholders set forth under the captions *Stock Ownership*, *Governance of the Company*, *Item 1. Election of Directors* and *Item 3. Ratification of Independent Registered Public Accountants*, which we expect to file with the Securities and Exchange Commission prior to April 29, 2016.

**Code of Ethics**

We have adopted a code of ethics that applies to all employees, including executive officers, and to directors. The Code of Ethics is available on the Corporate Governance page of our website at [www.siriusxm.com](http://www.siriusxm.com). If we ever were to amend or waive any provision of our Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or any person performing similar functions, we intend to satisfy our disclosure obligations with respect to any such waiver or amendment by posting such information on our internet website set forth above rather than filing a Form 8-K.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item 11 is incorporated in this report by reference to the applicable information in our definitive proxy statement for the 2016 annual meeting of stockholders set forth under the captions *Item 1. Election of Directors and, Executive Compensation*, which we expect to file with the Securities and Exchange Commission prior to April 29, 2016.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Certain information required by this item is set forth under the heading “Equity Compensation Plan Information” in Part II, Item 5, of this report.

The additional information required by this Item 12 is incorporated in this report by reference to the applicable information in our definitive proxy statement for the 2016 annual meeting of stockholders set forth under the caption *Stock Ownership*, which we expect to file with the Securities and Exchange Commission prior to April 29, 2016.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information required by this Item 13 is incorporated in this report by reference to the applicable information in our definitive proxy statement for the 2016 annual meeting of stockholders set forth under the captions *Governance of the Company* and *Item 1. Election of Directors*, which we expect to file with the Securities and Exchange Commission prior to April 29, 2016.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item 14 is incorporated in this report by reference to the applicable information in our definitive proxy statement for the 2016 annual meeting of stockholders set forth under the caption *Item 2. Ratification of Independent Registered Public Accountants- Principal Accountant Fees and Services*, which we expect to file with the Securities and Exchange Commission prior to April 29, 2016.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

Documents filed as part of this report:

- (1) Financial Statements. See Index to Consolidated Financial Statements appearing on page F-1.
- (2) Financial Statement Schedules. See Index to Consolidated Financial Statements appearing on page F-1.
- (3) Exhibits. See Exhibit Index following this report, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 2nd day of February 2016.

SIRIUS XM HOLDINGS INC.

By: /s/ DAVID J. FREAR

**David J. Frear**  
**Senior Executive Vice President and**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

[Table of Contents](#)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ GREGORY B. MAFFEI</u> <b>(Gregory B. Maffei)</b>	Chairman of the Board of Directors and Director	February 2, 2016
<u>/s/ JAMES E. MEYER</u> <b>(James E. Meyer)</b>	Chief Executive Officer and Director (Principal Executive Officer)	February 2, 2016
<u>/s/ DAVID J. FREAR</u> <b>(David J. Frear)</b>	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 2, 2016
<u>/s/ THOMAS D. BARRY</u> <b>(Thomas D. Barry)</b>	Senior Vice President and Controller (Principal Accounting Officer)	February 2, 2016
<u>/s/ JOAN L. AMBLE</u> <b>(Joan L. Amble)</b>	Director	February 2, 2016
<u>/s/ ANTHONY J. BATES</u> <b>(Anthony J. Bates)</b>	Director	February 2, 2016
<u>/s/ GEORGE W. BODENHEIMER</u> <b>(George W. Bodenheimer)</b>	Director	February 2, 2016
<u>/s/ MARK D. CARLETON</u> <b>(Mark D. Carleton)</b>	Director	February 2, 2016
<u>/s/ EDDY W. HARTENSTEIN</u> <b>(Eddy W. Hartenstein)</b>	Director	February 2, 2016
<u>/s/ JAMES P. HOLDEN</u> <b>(James P. Holden)</b>	Director	February 2, 2016
<u>/s/ EVAN D. MALONE</u> <b>(Evan D. Malone)</b>	Director	February 2, 2016
<u>/s/ JAMES F. MOONEY</u> <b>(James F. Mooney)</b>	Director	February 2, 2016
<u>/s/ CARL E. VOGEL</u> <b>(Carl E. Vogel)</b>	Director	February 2, 2016
<u>/s/ VANESSA A. WITTMAN</u> <b>(Vanessa A. Wittman)</b>	Director	February 2, 2016
<u>/s/ DAVID M. ZASLAV</u> <b>(David M. Zaslav)</b>	Director	February 2, 2016

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

<a href="#"><u>Reports of Independent Registered Public Accounting Firm</u></a>	F-2
<a href="#"><u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013</u></a>	F-4
<a href="#"><u>Consolidated Balance Sheets as of December 31, 2015 and 2014</u></a>	F-5
<a href="#"><u>Consolidated Statements of Stockholders' (Deficit) Equity for the years ended December 31, 2015, 2014 and 2013</u></a>	F-6
<a href="#"><u>Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013</u></a>	F-7
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	F-9
<a href="#"><u>Schedule II - Schedule of Valuation and Qualifying Accounts</u></a>	F-32

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Sirius XM Holdings Inc. and subsidiaries:

We have audited the accompanying consolidated balance sheets of Sirius XM Holdings Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, stockholders' (deficit) equity, and cash flows for each of the years in the three-year period ended December 31, 2015. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule listed in Item 15(2). These consolidated financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and the financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Sirius XM Holdings Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Sirius XM Holdings Inc. and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 2, 2016 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

New York, New York  
February 2, 2016

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Sirius XM Holdings Inc. and subsidiaries:

We have audited Sirius XM Holdings Inc. and subsidiaries' internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Sirius XM Holdings Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Report on Internal Control over Financial Reporting*. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Sirius XM Holdings Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Sirius XM Holdings Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, stockholders' (deficit) equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and our report dated February 2, 2016 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

New York, New York  
February 2, 2016

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	For the Years Ended December 31,		
	2015	2014	2013
<i>(in thousands, except per share data)</i>			
<b>Revenue:</b>			
Subscriber revenue	\$ 3,824,793	\$ 3,554,302	\$ 3,284,660
Advertising revenue	122,292	100,982	89,288
Equipment revenue	110,923	104,661	80,573
Other revenue	512,050	421,150	344,574
<b>Total revenue</b>	<b>4,570,058</b>	<b>4,181,095</b>	<b>3,799,095</b>
<b>Operating expenses:</b>			
<b>Cost of services:</b>			
Revenue share and royalties	1,034,832	810,028	677,642
Programming and content	293,091	297,313	290,323
Customer service and billing	377,908	370,585	320,755
Satellite and transmission	94,609	86,013	79,292
Cost of equipment	42,724	44,397	26,478
Subscriber acquisition costs	532,599	493,464	495,610
Sales and marketing	354,189	336,480	291,024
Engineering, design and development	64,403	62,784	57,969
General and administrative	324,801	293,938	262,135
Depreciation and amortization	272,214	266,423	253,314
<b>Total operating expenses</b>	<b>3,391,370</b>	<b>3,061,425</b>	<b>2,754,542</b>
Income from operations	1,178,688	1,119,670	1,044,553
<b>Other income (expense):</b>			
Interest expense, net of amounts capitalized	(299,103)	(269,010)	(204,671)
Loss on extinguishment of debt and credit facilities, net	—	—	(190,577)
Loss on change in value of derivatives	—	(34,485)	(20,393)
Other income	12,379	14,611	8,180
<b>Total other expense</b>	<b>(286,724)</b>	<b>(288,884)</b>	<b>(407,461)</b>
Income before income taxes	891,964	830,786	637,092
Income tax expense	(382,240)	(337,545)	(259,877)
<b>Net income</b>	<b>\$ 509,724</b>	<b>\$ 493,241</b>	<b>\$ 377,215</b>
Foreign currency translation adjustment, net of tax	(100)	(94)	(428)
<b>Total comprehensive income</b>	<b>\$ 509,624</b>	<b>\$ 493,147</b>	<b>\$ 376,787</b>
<b>Net income per common share:</b>			
Basic	\$ 0.09	\$ 0.09	\$ 0.06
Diluted	\$ 0.09	\$ 0.08	\$ 0.06
<b>Weighted average common shares outstanding:</b>			
Basic	5,375,707	5,788,944	6,227,646
Diluted	5,435,166	5,862,020	6,384,791

See accompanying notes to the consolidated financial statements.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

<i>(in thousands, except per share data)</i>	As of December 31,	
	2015	2014
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 111,838	\$ 147,724
Receivables, net	234,782	220,579
Inventory, net	22,295	19,397
Related party current assets	5,941	4,344
Deferred tax assets	—	1,038,603
Prepaid expenses and other current assets	187,033	119,099
Total current assets	561,889	1,549,746
Property and equipment, net	1,415,401	1,510,112
Long-term restricted investments	9,888	5,922
Intangible assets, net	2,593,346	2,645,046
Goodwill	2,205,107	2,205,107
Related party long-term assets	—	3,000
Deferred tax assets	1,115,731	437,736
Other long-term assets	145,300	12,396
Total assets	\$ 8,046,662	\$ 8,369,065
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable and accrued expenses	\$ 625,313	\$ 587,755
Accrued interest	91,655	80,440
Current portion of deferred revenue	1,771,915	1,632,381
Current portion of deferred credit on executory contracts	—	1,394
Current maturities of long-term debt	4,764	7,482
Related party current liabilities	2,840	4,340
Total current liabilities	2,496,487	2,313,792
Deferred revenue	157,609	151,901
Long-term debt	5,443,614	4,487,419
Related party long-term liabilities	10,795	13,635
Deferred tax liabilities	6,681	—
Other long-term liabilities	97,967	92,481
Total liabilities	8,213,153	7,059,228
Commitments and contingencies (Note 16)		
<b>Stockholders' (deficit) equity:</b>		
Preferred stock, undesignated, par value \$0.001 (liquidation preference of \$0.001 per share); 50,000 shares authorized and 0 shares issued and outstanding at December 31, 2015 and December 31, 2014, respectively	—	—
Common stock, par value \$0.001; 9,000,000 shares authorized; 5,153,451 and 5,653,529 shares issued; 5,147,647 and 5,646,119 outstanding at December 31, 2015 and December 31, 2014, respectively	5,153	5,653
Accumulated other comprehensive loss, net of tax	(502)	(402)
Additional paid-in capital	4,783,795	6,771,554
Treasury stock, at cost; 5,804 and 7,410 shares of common stock at December 31, 2015 and December 31, 2014, respectively	(23,727)	(26,034)
Accumulated deficit	(4,931,210)	(5,440,934)
Total stockholders' (deficit) equity	(166,491)	1,309,837
Total liabilities and stockholders' (deficit) equity	\$ 8,046,662	\$ 8,369,065

See accompanying notes to the consolidated financial statements.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT) EQUITY**

<i>(in thousands)</i>	Convertible Perpetual Preferred Stock, Series B-1		Common Stock		Accumulated Other Comprehensive Income (Loss)	Additional Paid-in Capital	Treasury Stock		Accumulated Deficit	Total Stockholders' (Deficit) Equity
	Shares	Amount	Shares	Amount			Shares	Amount		
Balance at January 1, 2013	6,250	\$ 6	5,262,440	\$ 5,263	\$ 120	\$ 10,345,566	—	\$ —	\$ (6,311,390)	\$ 4,039,565
Comprehensive income, net of tax	—	—	—	—	(428)	—	—	—	377,215	376,787
Share-based payment expense	—	—	—	—	—	68,876	—	—	—	68,876
Exercise of options and vesting of restricted stock units	—	—	32,841	32	—	19,396	—	—	—	19,428
Minimum withholding taxes on net share settlement of stock-based compensation	—	—	—	—	—	(46,342)	—	—	—	(46,342)
Conversion of preferred stock to common stock	(6,250)	(6)	1,293,509	1,293	—	(1,287)	—	—	—	—
Conversion of Exchangeable Notes to common stock	—	—	27,688	28	—	45,069	—	—	—	45,097
Common stock repurchased	—	—	—	—	—	—	520,258	(1,764,969)	—	(1,764,969)
Common stock retired	—	—	(520,258)	(520)	—	(1,764,449)	(520,258)	1,764,969	—	—
Initial fair value of forward contract	—	—	—	—	—	7,300	—	—	—	7,300
Balance at December 31, 2013	—	\$ —	6,096,220	\$ 6,096	\$ (308)	\$ 8,674,129	—	\$ —	\$ (5,934,175)	\$ 2,745,742
Comprehensive income, net of tax	—	—	—	—	(94)	—	—	—	493,241	493,147
Share-based payment expense	—	—	—	—	—	78,212	—	—	—	78,212
Exercise of options and vesting of restricted stock units	—	—	15,960	16	—	315	—	—	—	331
Minimum withholding taxes on net share settlement of stock-based compensation	—	—	—	—	—	(37,320)	—	—	—	(37,320)
Conversion of Exchangeable Notes to common stock	—	—	272,856	273	—	502,097	—	—	—	502,370
Issuance of common stock upon exercise of warrants	—	—	99	—	—	—	—	—	—	—
Common stock repurchased	—	—	—	—	—	—	739,016	(2,472,645)	—	(2,472,645)
Common stock retired	—	—	(731,606)	(732)	—	(2,445,879)	(731,606)	2,446,611	—	—
Balance at December 31, 2014	—	\$ —	5,653,529	\$ 5,653	\$ (402)	\$ 6,771,554	7,410	\$ (26,034)	\$ (5,440,934)	\$ 1,309,837
Comprehensive income, net of tax	—	—	—	—	(100)	—	—	—	509,724	509,624
Share-based payment expense	—	—	—	—	—	84,310	—	—	—	84,310
Exercise of options and vesting of restricted stock units	—	—	19,740	20	—	240	—	—	—	260
Minimum withholding taxes on net share settlement of stock-based compensation	—	—	—	—	—	(54,575)	—	—	—	(54,575)
Issuance of common stock upon exercise of warrants	—	—	6,010	6	—	(6)	—	—	—	—
Common stock repurchased	—	—	—	—	—	—	524,222	(2,015,947)	—	(2,015,947)
Common stock retired	—	—	(525,828)	(526)	—	(2,017,728)	(525,828)	2,018,254	—	—
Balance at December 31, 2015	—	\$ —	5,153,451	\$ 5,153	\$ (502)	\$ 4,783,795	5,804	\$ (23,727)	\$ (4,931,210)	\$ (166,491)

See accompanying notes to the consolidated financial statements.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

<i>(in thousands)</i>	For the Years Ended December 31,		
	2015	2014	2013
<b>Cash flows from operating activities:</b>			
Net income	\$ 509,724	\$ 493,241	\$ 377,215
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	272,214	266,423	253,314
Non-cash interest expense, net of amortization of premium	7,872	21,039	21,698
Provision for doubtful accounts	47,237	44,961	39,016
Amortization of deferred income related to equity method investment	(2,776)	(2,776)	(2,776)
Loss on extinguishment of debt and credit facilities, net	—	—	190,577
Gain on unconsolidated entity investments, net	—	(5,547)	(5,865)
Dividend received from unconsolidated entity investment	14,788	17,019	22,065
Loss on disposal of assets	7,384	—	—
Loss on change in value of derivatives	—	34,485	20,393
Share-based payment expense	84,310	78,212	68,876
Deferred income taxes	365,499	327,461	259,787
Other non-cash purchase price adjustments	(1,394)	(3,781)	(207,854)
Changes in operating assets and liabilities:			
Receivables	(61,440)	(72,628)	(15,245)
Inventory	(2,898)	(5,534)	11,474
Related party, net	(14,953)	(4,303)	40
Prepaid expenses and other current assets	(67,204)	(1,195)	16,788
Other long-term assets	(130,741)	3,393	3,324
Accounts payable and accrued expenses	52,696	(17,191)	(44,009)
Accrued interest	11,215	38,355	8,131
Deferred revenue	145,242	48,645	73,593
Other long-term liabilities	7,276	(7,035)	12,290
Net cash provided by operating activities	1,244,051	1,253,244	1,102,832
<b>Cash flows from investing activities:</b>			
Additions to property and equipment	(134,892)	(121,646)	(173,617)
Purchases of restricted and other investments	(3,966)	—	(1,719)
Acquisition of business, net of cash acquired	—	1,144	(525,352)
Return of capital from investment in unconsolidated entity	—	24,178	—
Net cash used in investing activities	(138,858)	(96,324)	(700,688)
<b>Cash flows from financing activities:</b>			
Proceeds from exercise of stock options	260	331	21,968
Taxes paid in lieu of shares issued for stock-based compensation	(54,539)	(37,318)	(46,342)
Proceeds from long-term borrowings and revolving credit facility, net of costs	1,728,571	2,406,205	3,156,063
Payment of premiums on redemption of debt	—	—	(175,453)
Repayment of long-term borrowings and revolving credit facility	(797,117)	(1,016,420)	(1,782,160)
Repayment of related party long-term borrowings	—	—	(200,000)
Common stock repurchased and retired	(2,018,254)	(2,496,799)	(1,762,360)
Net cash used in financing activities	(1,141,079)	(1,144,001)	(788,284)
Net (decrease) increase in cash and cash equivalents	(35,886)	12,919	(386,140)
Cash and cash equivalents at beginning of period	147,724	134,805	520,945
Cash and cash equivalents at end of period	\$ 111,838	\$ 147,724	\$ 134,805

See accompanying notes to the consolidated financial statements.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued**

<i>(in thousands)</i>	For the Years Ended December 31,		
	2015	2014	2013
<b>Supplemental Disclosure of Cash and Non-Cash Flow Information</b>			
Cash paid during the period for:			
Interest, net of amounts capitalized	\$ 269,925	\$ 199,424	\$ 169,781
Income taxes paid	\$ 12,384	\$ 8,713	\$ 2,783
Acquisition related costs	\$ —	\$ —	\$ 2,902
Non-cash investing and financing activities:			
Capital lease obligations incurred to acquire assets	\$ 7,487	\$ 719	\$ 11,966
Conversion of Series B preferred stock to common stock	\$ —	\$ —	\$ 1,293
Treasury stock not yet settled	\$ 23,727	\$ 26,034	\$ —
Conversion of 7% Exchangeable Notes to common stock, net of debt issuance and deferred financing costs	\$ —	\$ 502,097	\$ 45,097
Performance incentive payments	\$ —	\$ —	\$ 16,900
Goodwill reduced for the exercise and vesting of certain stock awards	\$ —	\$ —	\$ 274
Purchase price accounting adjustments to goodwill	\$ —	\$ 1,698	\$ —

See accompanying notes to the consolidated financial statements.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Dollars and shares in thousands, except per share amounts)**

**(1) Business & Basis of Presentation**

***Business***

We transmit music, sports, entertainment, comedy, talk, news, traffic and weather channels, as well as infotainment services, in the United States on a subscription fee basis through our two proprietary satellite radio systems. Subscribers can also receive music and other channels, plus features such as SiriusXM On Demand and MySXM, over our Internet radio service, including through applications for mobile devices. We are also a leader in providing connected vehicle services. Our connected vehicle services are designed to enhance the safety, security and driving experience for vehicle operators while providing marketing and operational benefits to automakers and their dealers.

We have agreements with every major automaker ("OEMs") to offer satellite radios in their vehicles. We also acquire subscribers through marketing to owners and lessees of previously owned vehicles that include factory-installed satellite radios that are not currently subscribing to our services. Additionally, we distribute our satellite radios through retailers online and at locations nationwide and through our website. Satellite radio services are also offered to customers of certain rental car companies.

Our primary source of revenue is subscription fees, with most of our customers subscribing on an annual, semi-annual, quarterly or monthly plan. We offer discounts for prepaid, longer term subscription plans, as well as a multiple subscription discount. We also derive revenue from activation and other fees, the sale of advertising on select non-music channels, the direct sale of satellite radios and accessories, and other ancillary services, such as our weather, traffic and data services.

In certain cases, a subscription to our radio services is included in the sale or lease price of new or previously owned vehicles. The length of these subscriptions varies but is typically three to twelve months. We receive payments for these subscriptions from certain automakers. We also reimburse various automakers for certain costs associated with satellite radios installed in new vehicles.

Liberty Media Corporation ("Liberty Media") beneficially owns, directly and indirectly, over 50% of the outstanding shares of our common stock. As a result, we are a "controlled company" for the purposes of the NASDAQ corporate governance requirements. Liberty Media owns interests in a range of media, communications and entertainment businesses.

***Basis of Presentation***

This Annual Report on Form 10-K presents information for Sirius XM Holdings Inc. ("Holdings"). Holdings has no operations independent of its wholly-owned subsidiary Sirius XM Radio Inc. ("Sirius XM").

The accompanying consolidated financial statements of Holdings and its subsidiaries have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). All significant intercompany transactions have been eliminated in consolidation. Certain numbers in our prior period consolidated financial statements have been reclassified or consolidated to conform to our current period presentation.

Public companies are required to disclose certain information about their reportable operating segments. Operating segments are defined as significant components of an enterprise for which separate financial information is available and is evaluated on a regular basis by the chief operating decision makers in deciding how to allocate resources to an individual segment and in assessing performance of the segment. We have determined that we have one reportable segment as our chief operating decision maker, our Chief Executive Officer, assesses performance and allocates resources based on the consolidated results of operations of our business.

We have evaluated events subsequent to the balance sheet date and prior to the filing of this Annual Report on Form 10-K for the year ended December 31, 2015 and have determined that no events have occurred that would require adjustment to our consolidated financial statements. For a discussion of subsequent events that do not require adjustment to our consolidated financial statements refer to Note 18.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes. Estimates, by their nature, are based on judgment and available information. Actual results could differ materially from those estimates. Significant estimates inherent in the preparation of the accompanying consolidated financial statements include asset impairment, depreciable lives of our satellites, share-based payment expense, and income taxes.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

**(2) Acquisitions**

On November 4, 2013, we purchased all of the outstanding shares of capital stock of the connected vehicle business of Agero, Inc. ("Agero") for \$525,352. The transaction was accounted for using the acquisition method of accounting. During the year ended December 31, 2014, the purchase price allocation associated with the connected vehicle business of Agero was finalized resulting in a net decrease in the purchase price of \$1,144.

**(3) Summary of Significant Accounting Policies**

In addition to the significant accounting policies discussed in this Note 3, the following table includes our significant accounting policies that are described in other notes to our consolidated financial statements, including the number and page of the note:

<b>Significant Accounting Policy</b>	<b>Note #</b>	<b>Page #</b>
Fair Value Measurements	4	<a href="#">F-12</a>
Goodwill	8	<a href="#">F-14</a>
Intangible Assets	9	<a href="#">F-15</a>
Property and Equipment	10	<a href="#">F-16</a>
Equity Method Investments	11	<a href="#">F-18</a>
Share-Based Compensation	15	<a href="#">F-23</a>
Legal Costs	16	<a href="#">F-26</a>
Income Taxes	17	<a href="#">F-28</a>

***Cash and Cash Equivalents***

Our cash and cash equivalents consist of cash on hand, money market funds, certificates of deposit, in-transit credit card receipts and highly liquid investments purchased with an original maturity of three months or less.

***Revenue Recognition***

We derive revenue primarily from subscribers, advertising and direct sales of merchandise.

Revenue from subscribers consists primarily of subscription fees, and to a lesser extent, revenue from rental car companies and non-refundable activation and other fees. Revenue is recognized as it is realized or realizable and earned. We recognize subscription fees as our services are provided. At the time of sale, vehicle owners purchasing or leasing a vehicle with a subscription to our service typically receive between a three and twelve month prepaid subscription. Prepaid subscription fees received from certain automakers are recorded as deferred revenue and amortized to revenue ratably over the service period which commences upon retail sale and activation.

We recognize revenue from the sale of advertising as the advertising is transmitted. Agency fees are calculated based on a stated percentage applied to gross billing revenue for our advertising inventory and are reported as a reduction of advertising revenue. We pay certain third parties a percentage of advertising revenue. Advertising revenue is recorded gross of such revenue share payments as we are the primary obligor in the transaction. Advertising revenue share payments are recorded to Revenue share and royalties during the period in which the advertising is transmitted.

Equipment revenue and royalties from the sale of satellite radios, components and accessories are recognized upon shipment, net of discounts and rebates. Shipping and handling costs billed to customers are recorded as revenue. Shipping and handling costs associated with shipping goods to customers are reported as a component of Cost of equipment.

Other revenue primarily includes U.S. Music Royalty Fees which are recorded as revenue and as a component of Revenue share and royalties expense. Fees received from subscribers for the U.S. Music Royalty Fee are recorded as deferred revenue and amortized to revenue ratably over the service period which coincides with the recognition of the subscriber's subscription revenue.

We report revenues net of any tax assessed by a governmental authority that is both imposed on, and concurrent with, a specific revenue-producing transaction between a seller and a customer in our consolidated statements of comprehensive income.

Accounting Standards Codification 605, *Revenue Recognition*, provides guidance on how and when to recognize revenues for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets, such as in our

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

bundled subscription plans. Revenue arrangements with multiple deliverables are required to be divided into separate units of accounting if the deliverables in the arrangement meet certain criteria. Consideration must be allocated at the inception of the arrangement to all deliverables based on their relative selling price, which has been determined using vendor specific objective evidence of the selling price to self-pay customers.

***Revenue Share***

We share a portion of our subscription revenues earned from subscribers with certain automakers. The terms of the revenue share agreements vary with each automaker, but are typically based upon the earned audio revenue as reported or gross billed audio revenue. Revenue share is recorded as an expense in our consolidated statements of comprehensive income and not as a reduction to revenue.

***Programming Costs***

Programming costs which are for a specified number of events are amortized on an event-by-event basis; programming costs which are for a specified season or include programming through a dedicated channel are amortized over the season or period on a straight-line basis. We allocate a portion of certain programming costs which are related to sponsorship and marketing activities to Sales and marketing expense on a straight-line basis over the term of the agreement.

***Advertising Costs***

Media is expensed when aired and advertising production costs are expensed as incurred. Advertising production costs include expenses related to marketing and retention activities, including expenses related to direct mail, outbound telemarketing and email communications. We also incur advertising production costs related to cooperative marketing and promotional events and sponsorships. During the years ended December 31, 2015, 2014 and 2013, we recorded advertising costs of \$228,676, \$222,962 and \$178,364, respectively. These costs are reflected in Sales and marketing expense in our consolidated statements of comprehensive income.

***Subscriber Acquisition Costs***

Subscriber acquisition costs consist of costs incurred to acquire new subscribers which include hardware subsidies paid to radio manufacturers, distributors and automakers, including subsidies paid to automakers who include a satellite radio and a prepaid subscription to our service in the sale or lease price of a new vehicle; subsidies paid for chipsets and certain other components used in manufacturing radios; device royalties for certain radios and chipsets; commissions paid to retailers and automakers as incentives to purchase, install and activate radios; product warranty obligations; freight; and provisions for inventory allowance attributable to inventory consumed in our OEM and retail distribution channels. Subscriber acquisition costs do not include advertising costs, loyalty payments to distributors and dealers of radios and revenue share payments to automakers and retailers of radios.

Subsidies paid to radio manufacturers and automakers are expensed upon installation, shipment, receipt of product or activation and are included in Subscriber acquisition costs because we are responsible for providing the service to the customers. Commissions paid to retailers and automakers are expensed upon either the sale or activation of radios. Chipsets that are shipped to radio manufacturers and held on consignment are recorded as inventory and expensed as Subscriber acquisition costs when placed into production by radio manufacturers. Costs for chipsets not held on consignment are expensed as Subscriber acquisition costs when the automaker confirms receipt.

***Research & Development Costs***

Research and development costs are expensed as incurred and primarily include the cost of new product development, chipset design, software development and engineering. During the years ended December 31, 2015, 2014 and 2013, we recorded research and development costs of \$54,933, \$54,109 and \$50,564, respectively. These costs are reported as a component of Engineering, design and development expense in our consolidated statements of comprehensive income.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

***Recent Accounting Pronouncements***

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-17, *Income Taxes – Balance Sheet Reclassification of Deferred Taxes (Topic 740)*. This ASU requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The current requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by the amendments in this update. The amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted and the amendments may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. We early adopted this ASU in the fourth quarter of 2015 on a prospective basis and included the current portion of deferred tax assets within the non-current portion of deferred tax assets within our consolidated balance sheets. We did not adjust our prior period consolidated balance sheet as a result of the adoption of this ASU.

In April 2015, the FASB issued ASU 2015-03, *Interest – Imputation of Interest (Subtopic 835-30)*, and, in August 2015, the FASB issued ASU 2015-15, *Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*. These ASUs require debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt consistent with debt discounts. The presentation and subsequent measurement of debt issuance costs associated with lines of credit, may be presented as an asset and amortized ratably over the term of the line of credit arrangement, regardless of whether there are outstanding borrowings on the arrangement. The recognition and measurement guidance for debt issuance costs are not affected by these ASUs. These ASUs are effective for financial statements issued for fiscal years beginning after December 15, 2015 and interim periods within those years. Early adoption is permitted for financial statements that have not been previously issued, and retrospective application is required for each balance sheet presented. We early adopted these ASUs in the fourth quarter of 2015, and debt issuance costs previously recorded as an asset, other than those related to our Credit Facility, in the amount of \$7,155 and \$6,444 for the years ended December 31, 2015 and 2014, respectively, have been reclassified as a reduction to our debt liability within our consolidated balance sheets.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. This ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In August 2015, the FASB issued ASU 2015-14 which amended the effective date of this ASU to fiscal years beginning after December 15, 2017, and early adoption is permitted only for fiscal years beginning after December 15, 2016. Accordingly, we plan to adopt this ASU on January 1, 2018. Companies may use either a full retrospective or a modified retrospective approach to adopt this ASU. We are currently evaluating the impact of the adoption of this ASU on our consolidated financial statements.

**(4) Fair Value Measurements**

The fair value of a financial instrument is the amount at which the instrument could be exchanged in an orderly transaction between market participants. As of December 31, 2015 and 2014, the carrying amounts of cash and cash equivalents, receivables, and accounts payable approximated fair value due to the short-term nature of these instruments. ASC 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy for input into valuation techniques as follows:

- i. Level 1 input: unadjusted quoted prices in active markets for identical instrument;
- ii. Level 2 input: observable market data for the same or similar instrument but not Level 1, including quoted prices for identical or similar assets or liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- iii. Level 3 input: unobservable inputs developed using management's assumptions about the inputs used for pricing the asset or liability.

Investments are periodically reviewed for impairment and an impairment is recorded whenever declines in fair value below carrying value are determined to be other than temporary. In making this determination, we consider, among other factors, the severity and duration of the decline as well as the likelihood of a recovery within a reasonable timeframe.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

Our assets and liabilities measured at fair value were as follows:

	December 31, 2015				December 31, 2014			
	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value
<b>Assets:</b>								
Sirius XM Canada Holdings Inc. ("Sirius XM Canada") - investment (a)	\$ 141,850	—	—	\$ 141,850	\$ 246,500	—	—	\$ 246,500
<b>Liabilities:</b>								
Debt (b)	—	\$ 5,649,173	—	\$ 5,649,173	—	\$ 4,613,044	—	\$ 4,613,044

- (a) This amount approximates fair value. The carrying value of our investment in Sirius XM Canada was \$0 and \$2,654 as of December 31, 2015 and 2014, respectively.  
(b) The fair value for non-publicly traded instruments is based upon estimates from a market maker and brokerage firm. Refer to Note 3 for information related to the carrying value of our debt as of December 31, 2015 and 2014.

**(5) Earnings per Share**

Basic net income per common share is calculated by dividing the income available to common stockholders by the weighted average common shares outstanding during each reporting period. Diluted net income per common share adjusts the weighted average number of common shares outstanding for the potential dilution that could occur if common stock equivalents (convertible debt, preferred stock, warrants, stock options and restricted stock units) were exercised or converted into common stock, calculated using the treasury stock method.

In 2013, we utilized the two-class method in calculating basic net income per common share, as our Series B Preferred Stock was considered to be participating securities through January 18, 2013. On January 18, 2013, Liberty Media converted its remaining 6,250 outstanding shares of our Series B Preferred Stock into 1,293,509 shares of common stock. We had no participating securities during the years ended December 31, 2015 and 2014.

Common stock equivalents of 151,112 for the year ended December 31, 2015, and 132,162 and 365,177 for the years ended December 31, 2014 and 2013, respectively, were excluded from the calculation of diluted net income per common share as the effect would have been anti-dilutive.

	For the Years Ended December 31,		
	2015	2014	2013
<b>Numerator:</b>			
Net income	\$ 509,724	\$ 493,241	\$ 377,215
Allocation of undistributed income to Series B Preferred Stock	—	—	(3,825)
Net income available to common stockholders for basic net income per common share	\$ 509,724	\$ 493,241	\$ 373,390
Add back:			
Allocation of undistributed income to Series B Preferred Stock	—	—	3,825
Net income available to common stockholders for diluted net income per common share	\$ 509,724	\$ 493,241	\$ 377,215
<b>Denominator:</b>			
Weighted average common shares outstanding for basic net income per common share (a)	5,375,707	5,788,944	6,227,646
Weighted average impact of assumed Series B Preferred Stock conversion	—	—	63,789
Weighted average impact of dilutive equity instruments	59,459	73,076	93,356
Weighted average shares for diluted net income per common share	5,435,166	5,862,020	6,384,791
<b>Net income per common share:</b>			
Basic	\$ 0.09	\$ 0.09	\$ 0.06
Diluted	\$ 0.09	\$ 0.08	\$ 0.06

- (a) The 7% Exchangeable Senior Subordinated Notes due 2014 (the "Exchangeable Notes") were fully converted into shares of our common stock as of December 1, 2014. During the year ended December 31, 2013, the common stock reserved for conversion in connection with the Exchangeable Notes were considered to be anti-dilutive in our calculation of diluted net income per share.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

**(6) Receivables, net**

Receivables, net includes customer accounts receivable, receivables from distributors and other receivables.

Customer accounts receivable, net, includes receivables from our subscribers and advertising customers and is stated at amounts due, net of an allowance for doubtful accounts. Our allowance for doubtful accounts is based upon our assessment of various factors. We consider historical experience, the age of the receivable balances, current economic conditions and other factors that may affect the counterparty's ability to pay. Bad debt expense is included in Customer service and billing expense in our consolidated statements of comprehensive income.

Receivables from distributors primarily include billed and unbilled amounts due from OEMs for services included in the sale or lease price of vehicles, as well as billed amounts due from wholesale distributors of our satellite radios. Other receivables primarily include amounts due from manufacturers of our radios, modules and chipsets where we are entitled to subsidies and royalties based on the number of units produced. We have not established an allowance for doubtful accounts for our receivables from distributors or other receivables as we have historically not experienced any significant collection issues with OEMs or other third parties.

Receivables, net consists of the following:

	December 31, 2015	December 31, 2014
Gross customer accounts receivable	\$ 98,740	\$ 101,634
Allowance for doubtful accounts	(6,118)	(7,815)
Customer accounts receivable, net	\$ 92,622	\$ 93,819
Receivables from distributors	120,012	105,731
Other receivables	22,148	21,029
Total receivables, net	<u>\$ 234,782</u>	<u>\$ 220,579</u>

**(7) Inventory, net**

Inventory consists of finished goods, refurbished goods, chipsets and other raw material components used in manufacturing radios. Inventory is stated at the lower of cost or market. We record an estimated allowance for inventory that is considered slow moving or obsolete or whose carrying value is in excess of net realizable value. The provision related to products purchased for resale in our direct to consumer distribution channel and components held for resale by us is reported as a component of Cost of equipment in our consolidated statements of comprehensive income. The provision related to inventory consumed in our OEM and retail distribution channel is reported as a component of Subscriber acquisition costs in our consolidated statements of comprehensive income.

Inventory, net consists of the following:

	December 31, 2015	December 31, 2014
Raw materials	\$ 11,085	\$ 12,150
Finished goods	21,159	17,971
Allowance for obsolescence	(9,949)	(10,724)
Total inventory, net	<u>\$ 22,295</u>	<u>\$ 19,397</u>

**(8) Goodwill**

Goodwill represents the excess of the purchase price over the estimated fair value of the net tangible and identifiable intangible assets acquired in business combinations. Our annual impairment assessment of our single reporting unit is performed as of the fourth quarter of each year, and an assessment is performed at other times if an event occurs or circumstances change that would more likely than not reduce the fair value of the asset below its carrying value. Step one of the impairment assessment compares the fair value to its carrying value and if the fair value exceeds its carrying value, goodwill is not impaired. If the carrying value exceeds the fair value, the implied fair value of goodwill is compared to the carrying value of goodwill. If the implied fair value exceeds the carrying value then goodwill is not impaired; otherwise, an impairment loss will be recorded by the amount the carrying value exceeds the implied fair value. At the date of our annual assessment for 2015 and 2014, the fair value of our single reporting unit substantially exceeded its carrying value and therefore was not at risk of failing step one of ASC 350-20, *Goodwill*. ASC 350-35 states that if the carrying amount of the reporting unit is zero or negative, the second step of the impairment test shall be performed to measure the amount of

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

impairment loss, if any, when it is more likely than not that a goodwill impairment exists based on adverse qualitative factors. Subsequent to our annual assessment performed in the fourth quarter of 2015, we were not aware of any adverse qualitative factors that would indicate any impairment to our goodwill as of December 31, 2015.

No impairment losses were recorded for goodwill during the years ended December 31, 2015, 2014 and 2013. As of December 31, 2015, the cumulative balance of goodwill impairments recorded since the July 2008 merger (the "Merger") between our wholly owned subsidiary, Vernon Merger Corporation, and XM Satellite Radio Holdings Inc. ("XM"), was \$4,766,190, which was recognized during the year ended December 31, 2008.

**(9) Intangible Assets**

Our intangible assets include the following:

	Weighted Average Useful Lives	December 31, 2015			December 31, 2014		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
<b>Indefinite life intangible assets:</b>							
FCC licenses	Indefinite	\$ 2,083,654	\$ —	\$ 2,083,654	\$ 2,083,654	\$ —	\$ 2,083,654
Trademark	Indefinite	250,000	—	250,000	250,000	—	250,000
<b>Definite life intangible assets:</b>							
Subscriber relationships	9 years	380,000	(336,822)	43,178	380,000	(305,755)	74,245
OEM relationships	15 years	220,000	(31,778)	188,222	220,000	(17,111)	202,889
Licensing agreements	12 years	45,289	(26,977)	18,312	45,289	(23,290)	21,999
Proprietary software	8 years	27,215	(17,752)	9,463	27,215	(15,691)	11,524
Developed technology	10 years	2,000	(1,483)	517	2,000	(1,283)	717
Leasehold interests	7.4 years	132	(132)	—	132	(114)	18
Total intangible assets		<u>\$ 3,008,290</u>	<u>\$ (414,944)</u>	<u>\$ 2,593,346</u>	<u>\$ 3,008,290</u>	<u>\$ (363,244)</u>	<u>\$ 2,645,046</u>

**Indefinite Life Intangible Assets**

We have identified our FCC licenses and the XM trademark as indefinite life intangible assets after considering the expected use of the assets, the regulatory and economic environment within which they are used and the effects of obsolescence on their use.

We hold FCC licenses to operate our satellite digital audio radio service and provide ancillary services. The following table outlines the years in which each of our satellite licenses expires:

FCC satellite licenses	Expiration year
SIRIUS FM-1	2017
SIRIUS FM-2	2017
SIRIUS FM-3	2017
SIRIUS FM-5	2017
SIRIUS FM-6	2022
XM-3	2021
XM-4	2022
XM-5	2018

Our XM-1 satellite is operating under Special Temporary Authority from the FCC and is in the process of being de-orbited. Prior to expiration of our FCC licenses, we are required to apply for a renewal of our FCC licenses. The renewal and extension of our licenses, including temporary licenses, is reasonably certain at minimal cost, which is expensed as incurred. Each of the FCC licenses authorizes us to use the radio spectrum, which is a renewable, reusable resource that does not deplete or exhaust over time.

ASU 2012-02, *Testing Indefinite-Lived Intangible Assets for Impairment*, established an option to first perform a qualitative assessment to determine whether it is more likely than not that an asset is impaired. If the qualitative assessment supports that it is more likely than not that the fair value of the asset exceeds its carrying value, a quantitative impairment test is not required. If the qualitative assessment does not support the fair value of the asset, then a quantitative assessment is performed. Our annual

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

impairment assessment of our indefinite intangible assets is performed as of the fourth quarter of each year. An assessment is performed at other times if an event occurs or circumstances change that would more likely than not reduce the fair value of the asset below its carrying value. If the carrying value of the intangible assets exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

We completed qualitative assessments of our FCC licenses and XM trademark during the fourth quarter of 2015, 2014 and 2013. As of the date of our annual assessment for 2015, 2014 and 2013, our qualitative impairment assessment of the fair value of our indefinite intangible assets indicated that such assets substantially exceeded their carrying value and therefore was not at risk of impairment. No impairments were recorded for intangible assets with indefinite lives during the years ended December 31, 2015, 2014, and 2013.

***Definite Life Intangible Assets***

Definite-lived intangible assets are amortized over their respective estimated useful lives to their estimated residual values, in a pattern that reflects when the economic benefits will be consumed, and are reviewed for impairment under the provisions of ASC 360-10-35, *Property, Plant and Equipment/Overall/Subsequent Measurement*. We review intangible assets subject to amortization for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. If the sum of the expected cash flows, undiscounted and without interest, is less than the carrying amount of the asset, an impairment loss is recognized as the amount by which the carrying amount of the asset exceeds its fair value. No impairment was recorded to our intangible assets with definite lives in 2015, 2014 or 2013.

Amortization expense for all definite life intangible assets was \$51,700, \$55,016 and \$50,011 for the years ended December 31, 2015, 2014 and 2013, respectively. Expected amortization expense for each of the fiscal years 2016 through 2020 and for periods thereafter is as follows:

Years ending December 31,	Amount
2016	\$ 48,545
2017	34,882
2018	19,463
2019	19,026
2020	18,446
Thereafter	119,330
Total definite life intangible assets, net	\$ 259,692

**(10) Property and Equipment**

Property and equipment, including satellites, are stated at cost, less accumulated depreciation. Equipment under capital leases is stated at the present value of minimum lease payments. Depreciation is calculated using the straight-line method over the following estimated useful life of the asset:

Satellite system	2 - 15 years
Terrestrial repeater network	5 - 15 years
Broadcast studio equipment	3 - 15 years
Capitalized software and hardware	3 - 7 years
Satellite telemetry, tracking and control facilities	3 - 15 years
Furniture, fixtures, equipment and other	2 - 7 years
Building	20 or 30 years
Leasehold improvements	Lesser of useful life or remaining lease term

We review long-lived assets, such as property and equipment, for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds the estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount exceeds the fair value of the asset. We did not record any impairments during the years ended December 31, 2015, 2014 or 2013.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
(Dollars and shares in thousands, except per share amounts)

Property and equipment, net, consists of the following:

	December 31, 2015	December 31, 2014
Satellite system	\$ 2,388,000	\$ 2,397,611
Terrestrial repeater network	117,127	108,341
Leasehold improvements	49,407	48,677
Broadcast studio equipment	70,888	61,306
Capitalized software and hardware	466,464	340,738
Satellite telemetry, tracking and control facilities	75,440	71,268
Furniture, fixtures, equipment and other	81,871	78,237
Land	38,411	38,411
Building	60,487	59,373
Construction in progress	101,324	155,716
Total property and equipment	3,449,419	3,359,678
Accumulated depreciation and amortization	(2,034,018)	(1,849,566)
Property and equipment, net	\$ 1,415,401	\$ 1,510,112

Construction in progress consists of the following:

	December 31, 2015	December 31, 2014
Satellite system	\$ 12,912	\$ 12,912
Terrestrial repeater network	25,578	48,406
Capitalized software	37,064	77,755
Other	25,770	16,643
Construction in progress	\$ 101,324	\$ 155,716

Depreciation expense on property and equipment was \$220,514, \$211,407, \$203,303 for the years ended December 31, 2015, 2014 and 2013, respectively. We retired property and equipment of \$43,833, \$19,398 and \$16,039 during the years ended December 31, 2015, 2014 and 2013, respectively, which included the retirement of our XM-1 and XM-2 satellites in 2015 and 2014, respectively. We recognized a loss on disposal of assets of \$7,384 during the year ended December 31, 2015, which related to the disposal of certain obsolete terrestrial repeaters and related parts. We did not recognize any loss on disposal of assets during the years ended December 31, 2014 and 2013.

**Satellites**

We currently own a fleet of eight operating satellites. We are in the process of de-orbiting XM-1, a satellite that is no longer in use and has also reached the end of its operational life. The chart below provides certain information on our operating satellites:

Satellite Description	Year Delivered	Estimated End of Depreciable Life
FM-1*	2000	2013
FM-2*	2000	2013
FM-3*	2000	2015
FM-5	2009	2024
FM-6	2013	2028
XM-3	2005	2020
XM-4	2006	2021
XM-5	2010	2025

\* Satellite was fully depreciated and was still in operation as of December 31, 2015.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

**(11) Related Party Transactions**

In the normal course of business, we enter into transactions with related parties. Our related parties include:

***Liberty Media***

Liberty Media has beneficially owned over 50% of our outstanding common stock since January 2013 and has two executives and one of its directors on our board of directors. Gregory B. Maffei, the President and Chief Executive Officer of Liberty Media, is the Chairman of our board of directors.

On October 9, 2013, we entered into an agreement with Liberty Media to repurchase \$500,000 of our common stock from Liberty Media. Pursuant to that agreement, we repurchased \$160,000 of our common stock from Liberty Media in 2013 and in April 2014, we completed the final purchase installment under this share repurchase agreement and repurchased the remaining \$340,000 of our shares of common stock from Liberty Media at a price of \$3.66 per share. As there were certain terms in the forward purchase contract that could have caused the obligation to not be fulfilled, the instrument was recorded as a liability and was marked to fair value with \$34,485 and \$20,393 recorded to Loss on change in value of derivatives within our consolidated statements of comprehensive income during the years ended December 31, 2014 and 2013, respectively.

During the years ended December 31, 2014 and 2013, we recognized \$1,025 and \$13,514 in Interest expense, respectively, associated with the portion of the Exchangeable Notes, the 7.625% Senior Notes due 2018 and the 8.75% Senior Notes due 2015 held by Liberty Media through November 2014, October 2013 and August 2013, respectively.

***Sirius XM Canada***

We hold an equity method investment in Sirius XM Canada. We own approximately 47,300 of Sirius XM Canada's Class A shares on a converted basis, representing an approximate 37% equity interest and an approximate 25% voting interest. We primarily provide programming and content services to Sirius XM Canada and are reimbursed from Sirius XM Canada for certain product development costs, production and distribution of chipset radios, as well as for information technology and streaming support costs.

Investments in which we have the ability to exercise significant influence but not control are accounted for pursuant to the equity method of accounting. We recognize our proportionate share of earnings or losses of Sirius XM Canada as they occur as a component of Interest and investment income in our consolidated statements of comprehensive income on a one month lag.

The difference between our investment and our share of the fair value of the underlying net assets of Sirius XM Canada is first allocated to either finite-lived intangibles or indefinite-lived intangibles and the balance is attributed to goodwill. We follow ASC 350, *Intangibles - Goodwill and Other*, which requires that equity method finite-lived intangibles be amortized over their estimated useful life while indefinite-lived intangibles and goodwill are not amortized. The amortization of equity method finite-lived intangible assets is recorded in Interest and investment income in our consolidated statements of comprehensive income. We periodically evaluate our equity method investments to determine if there has been an other-than-temporary decline in fair value below carrying value. Equity method finite-lived intangibles, indefinite-lived intangibles and goodwill are included in the carrying amount of the investment.

We had the following related party balances associated with Sirius XM Canada:

	December 31, 2015	December 31, 2014
Related party current assets	\$ 5,941	\$ 4,344
Related party long-term assets	\$ —	\$ 3,000
Related party current liabilities	\$ 2,840	\$ 4,340
Related party long-term liabilities	\$ 10,795	\$ 13,635

Our related party current asset balances primarily consist of activation fees and programming and chipset costs for which we are reimbursed. Our related party long-term asset balance in 2014 primarily included our investment balance in Sirius XM Canada. Our related party liabilities as of December 31, 2015 and 2014 included \$2,776 for the current portion of deferred revenue and \$10,639 and \$13,415, respectively, for the long-term portion of deferred revenue recorded as of the Merger date related to agreements with XM Canada, now Sirius XM Canada. These costs are being amortized on a straight line basis through 2020.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

We recorded the following revenue and other income associated with Sirius XM Canada in our consolidated statements of comprehensive income:

	For the Years Ended December 31,		
	2015	2014	2013
Revenue (a)	\$ 56,397	\$ 49,691	\$ 48,935
Other income			
Share of net earnings (b)	\$ —	\$ 7,889	\$ 5,865
Dividends (c)	\$ 12,645	\$ 7,628	\$ —

- (a) Under our agreements with Sirius XM Canada, we currently receive a percentage-based royalty of 10% and 15% for certain types of subscription revenue earned by Sirius XM Canada for Sirius and XM platforms, respectively; and additional royalties for premium services and royalties for activation fees and reimbursements for other charges. We record revenue from Sirius XM Canada as Other revenue in our consolidated statements of comprehensive income. The license and services agreement entered into with Sirius Canada will expire in 2017. The license agreement entered into with XM Canada will expire in 2020.
- (b) We recognize our proportionate share of earnings or losses of Sirius XM Canada as they occur as a component of Other income in our consolidated statements of comprehensive income on a one month lag. This amount included amortization related to the equity method intangible assets of \$363 and \$1,454 for the years ended December 31, 2014 and 2013, respectively, and for 2014, this also included a gain of \$1,251 related to the fair value received in excess of the carrying value associated with the redemption of our investment in Sirius XM Canada's 8% convertible unsecured subordinated debentures in February 2014. As of December 31, 2015, we had \$840 in losses related to our investment in Sirius XM Canada that we had not recorded in our consolidated financial statements since our investment balance is zero. Future equity income will be offset by these losses prior to recording equity income in our results.
- (c) Sirius XM Canada paid gross dividends to us of \$15,645, \$43,492 and \$16,796 during the years ended December 31, 2015, 2014 and 2013, respectively. These dividends were first recorded as a reduction to our investment balance in Sirius XM Canada to the extent a balance existed and then as Other income for the remaining portion.

**(12) Investments**

***Long Term Restricted Investments***

Restricted investments relate to reimbursement obligations under letters of credit issued for the benefit of lessors of certain of our office space. As of December 31, 2015 and 2014, our Long-term restricted investments were \$9,888 and \$5,922, respectively. During the year ended December 31, 2015, we increased our letters of credit by \$3,966 associated with leased office space.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

**(13) Debt**

Our debt as of December 31, 2015 and 2014 consisted of the following:

Issuer / Borrower	Issued	Debt	Maturity Date	Interest Payable	Principal Amount at December 31, 2015	Carrying value(a) at	
						December 31, 2015	December 31, 2014
Sirius XM (b)	May 2013	4.25% Senior Notes (the "4.25% Notes")	May 15, 2020	semi-annually on May 15 and November 15	\$ 500,000	\$ 496,282	\$ 495,529
Sirius XM (b)	September 2013	5.875% Senior Notes (the "5.875% Notes")	October 1, 2020	semi-annually on April 1 and October 1	650,000	644,720	643,790
Sirius XM (b)	August 2013	5.75% Senior Notes (the "5.75% Notes")	August 1, 2021	semi-annually on February 1 and August 1	600,000	595,720	595,091
Sirius XM (b)	May 2013	4.625% Senior Notes (the "4.625% Notes")	May 15, 2023	semi-annually on May 15 and November 15	500,000	495,602	495,116
Sirius XM (b)	May 2014	6.00% Senior Notes (the "6.00% Notes")	July 15, 2024	semi-annually on January 15 and July 15	1,500,000	1,485,196	1,483,918
Sirius XM (b)(c)	March 2015	5.375% Senior Notes (the "5.375% Notes")	April 15, 2025	semi-annually on April 15 and October 15	1,000,000	989,446	—
Sirius XM (b)(d)	August 2012	5.25% Senior Secured Notes (the "5.25% Notes")	August 15, 2022	semi-annually on February 15 and August 15	400,000	395,675	395,147
Sirius XM (e)	December 2012	Senior Secured Revolving Credit Facility (the "Credit Facility")	June 16, 2020	variable fee paid quarterly	1,750,000	340,000	380,000
Sirius XM	Various	Capital leases	Various	n/a	n/a	12,892	12,754
<b>Total Debt</b>						<b>5,455,533</b>	<b>4,501,345</b>
Less: total current maturities						4,764	7,482
Less: total deferred financing costs for Notes						7,155	6,444
<b>Total long-term debt</b>						<b>\$ 5,443,614</b>	<b>\$ 4,487,419</b>

- (a) The carrying value of the obligations is net of any remaining unamortized original issue discount.
- (b) Substantially all of our domestic wholly-owned subsidiaries have guaranteed these notes.
- (c) In March 2015, Sirius XM issued \$1,000,000 aggregate principal amount of 5.375% Senior Notes due 2025, with an original issuance discount of \$11,250.
- (d) The liens securing the 5.25% Notes are equal and ratable to the liens granted to secure the Credit Facility.
- (e) In December 2012, Sirius XM entered into a five-year Credit Facility with a syndicate of financial institutions for \$1,250,000. In June 2015, Sirius XM entered into an amendment to increase the total borrowing capacity under the Credit Facility to \$1,750,000 and to extend the maturity to June 2020. Sirius XM's obligations under the Credit Facility are guaranteed by certain of its material domestic subsidiaries and are secured by a lien on substantially all of Sirius XM's assets and the assets of its material domestic subsidiaries. Interest on borrowings is payable on a monthly basis and accrues at a rate based on LIBOR plus an applicable rate. Sirius XM is also required to pay a variable fee on the average daily unused portion of the Credit Facility which is payable on a quarterly basis. The variable rate for the unused portion of the Credit Facility was 0.30% per annum as of December 31, 2015. As of December 31, 2015, \$1,410,000 was available for future borrowing under the Credit Facility. Sirius XM's outstanding borrowings under the Credit Facility are classified as Long-term debt within our consolidated balance sheets due to the long-term maturity of this debt.

**Retired and Converted Debt**

During the year ended December 31, 2014, \$502,370 in principal amount of the Exchangeable Notes were converted, resulting in the issuance of 272,856 shares of our common stock. No loss was recognized as a result of this conversion.

During the year ended December 31, 2013, we purchased \$800,000 of our then outstanding 8.75% Senior Notes due 2015, for an aggregate purchase price, including premium and interest, of \$927,860. We recognized \$104,818 to Loss on extinguishment of debt and credit facilities, net, consisting primarily of unamortized discount, deferred financing fees and repayment premium, as a result of this transaction.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

During the year ended December 31, 2013, we also purchased \$700,000 of our then outstanding 7.625% Senior Notes due 2018, for an aggregate purchase price, including premium and interest, of \$797,830. We recognized \$85,759 to Loss on extinguishment of debt and credit facilities, net, consisting primarily of unamortized discount, deferred financing fees and repayment premium, as a result of this transaction.

***Covenants and Restrictions***

Under the Credit Facility, Sirius XM, our wholly-owned subsidiary, must comply with a debt maintenance covenant that it not exceed a total leverage ratio, calculated as consolidated total debt to consolidated operating cash flow, of 5.0 to 1.0. The Credit Facility generally requires compliance with certain covenants that restrict Sirius XM's ability to, among other things, (i) incur additional indebtedness, (ii) incur liens, (iii) pay dividends or make certain other restricted payments, investments or acquisitions, (iv) enter into certain transactions with affiliates, (v) merge or consolidate with another person, (vi) sell, assign, lease or otherwise dispose of all or substantially all of Sirius XM's assets, and (vii) make voluntary prepayments of certain debt, in each case subject to exceptions.

The indentures governing Sirius XM's notes restrict Sirius XM's non-guarantor subsidiaries' ability to create, assume, incur or guarantee additional indebtedness without such non-guarantor subsidiary guaranteeing each such series of notes on a pari passu basis. The indentures governing the notes also contain covenants that, among other things, limit Sirius XM's ability and the ability of its subsidiaries to create certain liens; enter into sale/leaseback transactions; and merge or consolidate.

Under Sirius XM's debt agreements, the following generally constitute an event of default: (i) a default in the payment of interest; (ii) a default in the payment of principal; (iii) failure to comply with covenants; (iv) failure to pay other indebtedness after final maturity or acceleration of other indebtedness exceeding a specified amount; (v) certain events of bankruptcy; (vi) a judgment for payment of money exceeding a specified aggregate amount; and (vii) voidance of subsidiary guarantees, subject to grace periods where applicable. If an event of default occurs and is continuing, our debt could become immediately due and payable.

At December 31, 2015 and 2014, we were in compliance with our debt covenants.

**(14) Stockholders' Equity**

***Common Stock, par value \$0.001 per share***

We are authorized to issue up to 9,000,000 shares of common stock. There were 5,153,451 and 5,653,529 shares of common stock issued and 5,147,647 and 5,646,119 shares outstanding on December 31, 2015 and 2014, respectively.

As of December 31, 2015, 354,569 shares of common stock were reserved for issuance in connection with incentive stock based awards and common stock to be granted to members of our board of directors, employees and third parties.

***Stock Repurchase Program***

Since December 2012, our board of directors approved for repurchase an aggregate of \$8,000,000 of our common stock. Our board of directors did not establish an end date for this stock repurchase program. Shares of common stock may be purchased from time to time on the open market, pursuant to pre-set trading plans meeting the requirements of Rule 10b5-1 under the Exchange Act, in privately negotiated transactions, including transactions with Liberty Media and its affiliates, or otherwise. As of December 31, 2015, our cumulative repurchases since December 2012 under our stock repurchase program totaled 1,783,496 shares for \$6,301,140, and \$1,698,860 remained available under our stock repurchase program.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

The following table summarizes our share repurchase activity for the years ended:

Share Repurchase Type	December 31, 2015		December 31, 2014		December 31, 2013	
	Shares	Amount	Shares	Amount	Shares	Amount
Open Market and Privately Negotiated Repurchases (a)	524,222	\$ 2,015,947	422,965	\$ 1,426,428	476,546	\$ 1,602,360
Liberty Media (b)	—	—	92,889	340,000	43,712	160,000
May 2014 ASR Agreement (c)	—	—	151,846	506,404	—	—
August 2014 ASR Agreement (d)	—	—	71,316	250,000	—	—
<b>Total Repurchases</b>	<b>524,222</b>	<b>\$ 2,015,947</b>	<b>739,016</b>	<b>\$ 2,522,832</b>	<b>520,258</b>	<b>\$ 1,762,360</b>

- (a) As of December 31, 2015, \$23,727 of common stock repurchases had not settled, nor been retired, and were recorded as Treasury stock within our consolidated balance sheets and consolidated statements of stockholders' (deficit) equity.
- (b) On October 9, 2013, we entered into an agreement to repurchase \$500,000 of our common stock from Liberty Media. Pursuant to this agreement, we repurchased 43,712 shares of our common stock for \$160,000 from Liberty Media in 2013. In April 2014, we completed the final purchase installment and repurchased 92,889 shares of our common stock for \$340,000 from Liberty Media at a price of \$3.66 per share. As there were certain terms in the forward purchase contract with Liberty Media that could have caused the obligation not to be fulfilled, the instrument was classified as a liability and was marked to fair value with any gain or loss recorded to our consolidated statements of comprehensive income. We recognized \$34,485 and \$20,393 to Loss on change in value of derivatives in our consolidated statements of comprehensive income during the years ended December 31, 2014 and 2013, respectively.
- (c) In May 2014, we entered into an accelerated share repurchase agreement (the "May 2014 ASR Agreement") under which we prepaid \$600,000 to a third-party financial institution to repurchase our common stock. Under the May 2014 ASR Agreement, we received 151,846 shares of our common stock which were retired upon receipt and the counterparty returned to us \$93,596 for the unused portion of the original prepayment.
- (d) In August 2014, we entered into an accelerated share repurchase agreement (the "August 2014 ASR Agreement") under which we prepaid \$250,000 to a third-party financial institution to repurchase our common stock. Under the August 2014 ASR Agreement, we received an aggregate of 71,316 shares of our common stock that were retired upon receipt.

*Share Lending Arrangements*

To facilitate the offering of the Exchangeable Notes, we entered into share lending agreements with Morgan Stanley Capital Services Inc. and UBS AG London Branch in July 2008. All loaned shares were returned to us as of October 2011, and the share lending agreements were terminated.

We recorded interest expense related to the amortization of the costs associated with the share lending arrangement and other issuance costs for our Exchangeable Notes of \$12,701 and \$12,745 for the years ended December 31, 2014 and 2013, respectively. These costs were fully amortized as of December 31, 2014 as the Exchangeable Notes matured on December 1, 2014.

*Preferred Stock, par value \$0.001 per share*

We are authorized to issue up to 50,000 shares of undesignated preferred stock with a liquidation preference of \$0.001 per share. In January 2013, Liberty Media converted its remaining shares of the Series B Preferred Stock into 1,293,509 shares of our common stock. There were no shares of preferred stock issued or outstanding as of December 31, 2015 and 2014.

*Warrants*

As of December 31, 2015, there were no warrants outstanding. We have issued warrants to purchase shares of our common stock in connection with distribution and programming agreements. As of December 31, 2014, 16,667 warrants were outstanding and fully vested. During the year ended December 31, 2015, these warrants with an exercise price of \$2.50 per share were exercised on a net settlement basis, resulting in the issuance of 6,010 shares of our common stock. Except for an insignificant amount of warrant expense associated with the extension of the warrants during the three months ended March 31, 2015, we did not incur warrant related expenses during the years ended December 31, 2015, 2014 and 2013. Warrants were included in our calculation of diluted net income per common share as the effect was dilutive for the years ended December 31, 2014 and 2013.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

**(15) Benefit Plans**

We recognized share-based payment expense of \$84,310, \$78,212 and \$68,876 for the years ended December 31, 2015, 2014 and 2013, respectively.

We account for equity instruments granted to employees in accordance with ASC 718, *Compensation - Stock Compensation*. ASC 718 requires all share-based compensation payments to be recognized in the financial statements based on fair value. ASC 718 requires forfeitures to be estimated at the time of grant and revised in subsequent periods if actual forfeitures differ from initial estimates. We use the Black-Scholes-Merton option-pricing model to value stock option awards and have elected to treat awards with graded vesting as a single award. Share-based compensation expense is recognized ratably over the requisite service period, which is generally the vesting period, net of forfeitures. We measure restricted stock awards and units using the fair market value of the restricted shares of common stock on the day the award is granted.

Fair value as determined using the Black-Scholes-Merton model varies based on assumptions used for the expected life, expected stock price volatility and risk-free interest rates. For the years ended December 31, 2015, 2014 and 2013, we estimated the fair value of awards granted using the hybrid approach for volatility, which weights observable historical volatility and implied volatility of qualifying actively traded options on our common stock. The expected life assumption represents the weighted-average period stock-based awards are expected to remain outstanding. These expected life assumptions are established through a review of historical exercise behavior of stock-based award grants with similar vesting periods. Where historical patterns do not exist, contractual terms are used. The risk-free interest rate represents the daily treasury yield curve rate at the grant date based on the closing market bid yields on actively traded U.S. treasury securities in the over-the-counter market for the expected term. Our assumptions may change in future periods.

Stock-based awards granted to employees, non-employees and members of our board of directors include warrants, stock options, stock awards and restricted stock units.

**2015 Long-Term Stock Incentive Plan**

In May 2015, our stockholders approved the Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (the "2015 Plan"). Employees, consultants and members of our board of directors are eligible to receive awards under the 2015 Plan. The 2015 Plan provides for the grant of stock options, restricted stock awards, restricted stock units and other stock-based awards that the compensation committee of our board of directors deem appropriate. Vesting and other terms of stock-based awards are set forth in the agreements with the individuals receiving the awards. Stock-based awards granted under the 2015 Plan are generally subject to a vesting requirement. Stock options generally expire ten years from the date of grant. Each restricted stock unit entitles the holder to receive one share of common stock upon vesting. As of December 31, 2015, 246,778 shares of common stock were available for future grants under the 2015 Plan.

**Other Plans**

We maintain four other share-based benefit plans — the Sirius XM Radio Inc. 2009 Long-Term Stock Incentive Plan, the XM 2007 Stock Incentive Plan, the Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan and the XM 1998 Shares Award Plan. No further awards may be made under these plans.

The following table summarizes the weighted-average assumptions used to compute the fair value of options granted to employees and members of our board of directors:

	<b>For the Years Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Risk-free interest rate	1.4%	1.6%	1.4%
Expected life of options — years	4.17	4.72	4.73
Expected stock price volatility	26%	33%	47%
Expected dividend yield	0%	0%	0%

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

The following table summarizes the weighted-average assumptions used to compute the fair value of options granted to third parties, other than non-employee members of our board of directors:

	<u>For the Year Ended December 31,</u> <u>2015</u>
Risk-free interest rate	2.0%
Expected life of options — years	7.00
Expected stock price volatility	37%
Expected dividend yield	0%

There were no options granted to third parties during the years ended December 31, 2014 and 2013. We do not intend to pay regular dividends on our common stock. Accordingly, the dividend yield used in the Black-Scholes-Merton option value was zero for all periods.

The following table summarizes stock option activity under our share-based plans for the years ended December 31, 2015, 2014 and 2013:

	Options	Weighted- Average Exercise Price Per Share	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at the beginning of January 1, 2013	274,512	\$ 1.92		
Granted	57,228	\$ 3.59		
Exercised	(61,056)	\$ 1.31		
Forfeited, cancelled or expired	(6,445)	\$ 2.02		
Outstanding as of December 31, 2013	264,239	\$ 2.42		
Granted	61,852	\$ 3.39		
Exercised	(46,943)	\$ 1.63		
Forfeited, cancelled or expired	(11,294)	\$ 4.08		
Outstanding as of December 31, 2014	267,854	\$ 2.72		
Granted	145,366	\$ 3.95		
Exercised	(57,667)	\$ 1.88		
Forfeited, cancelled or expired	(17,072)	\$ 4.60		
Outstanding as of December 31, 2015	<u>338,481</u>	\$ 3.29	7.49	\$ 267,813
Exercisable as of December 31, 2015	121,751	\$ 2.51	5.50	\$ 194,362

The weighted average grant date fair value per share of options granted during the years ended December 31, 2015, 2014 and 2013 was \$1.11, \$1.05 and \$1.48, respectively. The total intrinsic value of stock options exercised during the years ended December 31, 2015, 2014 and 2013 was \$117,944, \$89,428 and \$142,491, respectively. During the years ended December 31, 2015, 2014 and 2013, the number of net settled shares which were issued as a result of stock option exercises was 17,652, 15,228 and 32,650, respectively.

We recognized share-based payment expense associated with stock options of \$70,084, \$69,754 and \$66,231 for the years ended December 31, 2015, 2014 and 2013, respectively.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

The following table summarizes the restricted stock unit and stock award activity under our share-based plans for the years ended December 31, 2015, 2014 and 2013:

	Shares	Grant Date Fair Value Per Share
Nonvested at the beginning of January 1, 2013	429	\$ 3.25
Granted	6,873	\$ 3.59
Vested	(192)	\$ 3.27
Forfeited	(126)	\$ 3.61
Nonvested as of December 31, 2013	6,984	\$ 3.58
Granted	6,108	\$ 3.38
Vested	(1,138)	\$ 3.62
Forfeited	(379)	\$ 3.52
Nonvested as of December 31, 2014	11,575	\$ 3.47
Granted	8,961	\$ 3.92
Vested	(3,464)	\$ 3.44
Forfeited	(984)	\$ 3.52
Nonvested as of December 31, 2015	16,088	\$ 3.73

The weighted average grant date fair value per share of restricted stock units and stock awards granted during the years ended December 31, 2015, 2014 and 2013 was \$3.92, \$3.38 and \$3.59, respectively. The total intrinsic value of restricted stock units and stock awards vesting during the years ended December 31, 2015, 2014 and 2013 was \$13,720, \$4,044 and \$605, respectively. During the years ended December 31, 2015, 2014 and 2013, the number of net settled shares which were issued as a result of restricted stock units and stock awards vesting were 2,088, 732 and 191, respectively.

We recognized share-based payment expense associated with restricted stock units and stock awards of \$14,226, \$8,458 and \$2,645 during the years ended December 31, 2015, 2014 and 2013, respectively.

Total unrecognized compensation costs related to unvested share-based payment awards for stock options and restricted stock units granted to employees, members of our board of directors and third parties at December 31, 2015 and 2014, net of estimated forfeitures, were \$261,628 and \$162,985, respectively. The total unrecognized compensation costs at December 31, 2015 are expected to be recognized over a weighted-average period of 3 years.

**401(k) Savings Plan**

Sirius XM sponsors the Sirius XM Radio Inc. 401(k) Savings Plan (the “Sirius XM Plan”) for eligible employees. The Sirius XM Plan allows eligible employees to voluntarily contribute from 1% to 50% of their pre-tax eligible earnings, subject to certain defined limits. We match 50% of an employee’s voluntary contributions per pay period on the first 6% of an employee’s pre-tax salary up to a maximum of 3% of eligible compensation. We may also make additional discretionary matching, true-up matching and non-elective contributions to the Sirius XM Plan based on certain conditions. Employer matching contributions under the Sirius XM Plan vest at a rate of 33.33% for each year of employment and are fully vested after three years of employment for all current and future contributions. Beginning in January 2014, our cash employer matching contributions were no longer used to purchase shares of our common stock on the open market, unless the employee elects our common stock as their investment option for this contribution. We recognized \$8,144, \$5,385 and \$4,181 in expense during years ended December 31, 2015, 2014 and 2013, respectively, to the Sirius XM Plan in fulfillment of our matching obligation.

**Sirius XM Holdings Inc. Deferred Compensation Plan**

In June 2015, we adopted the Sirius XM Holdings Inc. Deferred Compensation Plan (the “DCP”), effective July 1, 2015. The DCP allows members of our board of directors and certain eligible employees to defer all or a portion of their base salary, cash incentive compensation and/or board of directors’ compensation, as applicable, each plan year starting in 2016. Pursuant to the terms of the DCP, we may elect to make additional contributions beyond amounts deferred by participants, but we are under no obligation to do so. We have established a grantor (or “rabbi”) trust to facilitate the payment of our obligations under the DCP. As of December 31, 2015, there were no balances or amounts associated with the DCP that were recorded in our consolidated financial statements.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
(Dollars and shares in thousands, except per share amounts)

**(16) Commitments and Contingencies**

The following table summarizes our expected contractual cash commitments as of December 31, 2015:

	2016	2017	2018	2019	2020	Thereafter	Total
Debt obligations	\$ 4,764	\$ 3,840	\$ 2,810	\$ 1,478	\$ 1,490,000	\$ 4,000,000	\$ 5,502,892
Cash interest payments	294,797	294,651	294,543	294,467	278,147	736,188	2,192,793
Satellite and transmission	10,814	3,166	4,171	4,161	3,858	8,972	35,142
Programming and content	246,899	225,519	204,569	187,644	163,332	298,650	1,326,613
Marketing and distribution	19,969	13,282	12,379	10,108	4,646	4,600	64,984
Satellite incentive payments	11,780	13,296	14,302	10,652	7,918	35,609	93,557
Operating lease obligations	44,749	42,978	41,619	37,165	34,594	179,147	380,252
Other	68,665	14,429	4,686	559	360	40	88,739
Total (1)	<u>\$ 702,437</u>	<u>\$ 611,161</u>	<u>\$ 579,079</u>	<u>\$ 546,234</u>	<u>\$ 1,982,855</u>	<u>\$ 5,263,206</u>	<u>\$ 9,684,972</u>

(1) The table does not include our reserve for uncertain tax positions, which at December 31, 2015 totaled \$3,525, as the specific timing of any cash payments cannot be projected with reasonable certainty.

*Debt obligations.* Debt obligations include principal payments on outstanding debt and capital lease obligations.

*Cash interest payments.* Cash interest payments include interest due on outstanding debt and capital lease payments through maturity.

*Satellite and transmission.* We have entered into agreements with third parties to operate and maintain the off-site satellite telemetry, tracking and control facilities and certain components of our terrestrial repeater networks.

*Programming and content.* We have entered into various programming agreements. Under the terms of these agreements, our obligations include fixed payments, advertising commitments and revenue sharing arrangements. Our future revenue sharing costs are dependent upon many factors and are difficult to estimate; therefore, they are not included in our minimum contractual cash commitments.

*Marketing and distribution.* We have entered into various marketing, sponsorship and distribution agreements to promote our brand and are obligated to make payments to sponsors, retailers, automakers and radio manufacturers under these agreements. Certain programming and content agreements also require us to purchase advertising on properties owned or controlled by the licensors. We also reimburse automakers for certain engineering and development costs associated with the incorporation of satellite radios into new vehicles they manufacture. In addition, in the event certain new products are not shipped by a distributor to its customers within 90 days of the distributor's receipt of goods, we have agreed to purchase and take title to the product.

*Satellite incentive payments.* Boeing Satellite Systems International, Inc., the manufacturer of certain of our in-orbit satellites, may be entitled to future in-orbit performance payments with respect to XM-3 and XM-4 meeting their fifteen-year design life. Boeing may also be entitled to additional incentive payments up to \$10,000 if our XM-4 satellite continues to operate above baseline specifications during the five years beyond the satellite's fifteen-year design life.

Space Systems/Loral, the manufacturer of certain of our in-orbit satellites, may be entitled to future in-orbit performance payments with respect to XM-5, FM-5 and FM-6 meeting their fifteen-year design life.

*Operating lease obligations.* We have entered into both cancelable and non-cancelable operating leases for office space, equipment and terrestrial repeaters. These leases provide for minimum lease payments, additional operating expense charges, leasehold improvements and rent escalations that have initial terms ranging from one to fifteen years, and certain leases have options to renew. The effect of the rent holidays and rent concessions are recognized on a straight-line basis over the lease term, including reasonably assured renewal periods. Total rent recognized in connection with leases for the years ended December 31, 2015, 2014 and 2013 was \$47,679, \$45,107 and \$39,228, respectively.

*Other.* We have entered into various agreements with third parties for general operating purposes. In addition to the minimum contractual cash commitments described above, we have entered into agreements with other variable cost arrangements. These future costs are dependent upon many factors and are difficult to anticipate; however, these costs may be substantial. We may enter into

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

additional programming, distribution, marketing and other agreements that contain similar variable cost provisions. The cost of our stock acquired from a third-party financial institution but not paid for as of December 31, 2015 is also included in this category.

We do not have any other significant off-balance sheet financing arrangements that are reasonably likely to have a material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

***Legal Proceedings***

In the ordinary course of business, we are a defendant or party to various claims and lawsuits, including those discussed below. These claims are at various stages of arbitration or adjudication.

We record a liability when we believe that it is both probable that a liability will be incurred, and the amount of loss can be reasonably estimated. We evaluate developments in legal matters that could affect the amount of liability that has been previously accrued and make adjustments as appropriate. Significant judgment is required to determine both probability and the estimated amount of a loss or potential loss. We may be unable to reasonably estimate the reasonably possible loss or range of loss for a particular legal contingency for various reasons, including, among others, because: (i) the damages sought are indeterminate; (ii) the proceedings are in the relative early stages; (iii) there is uncertainty as to the outcome of pending proceedings (including motions and appeals); (iv) there is uncertainty as to the likelihood of settlement and the outcome of any negotiations with respect thereto; (v) there remain significant factual issues to be determined or resolved; (vi) the relevant law is unsettled; or (vii) the proceedings involve novel or untested legal theories. In such instances, there may be considerable uncertainty regarding the ultimate resolution of such matters, including a possible eventual loss, if any.

***Telephone Consumer Protection Act Suits*** We are a defendant in several purported class action suits that allege that we, or call center vendors acting on our behalf, made calls which violate provisions of the Telephone Consumer Protection Act of 1991 (the "TCPA"). The plaintiffs in these actions allege, among other things, that we called mobile phones using an automatic telephone dialing system without the consumer's prior consent or, alternatively, after the consumer revoked his or her prior consent. In one of the actions, the plaintiff also alleges that we violated the TCPA's call time restrictions and in one of the other actions the plaintiff also alleges that we violated the TCPA's do not call restrictions. Our vendors make millions of calls each month to consumers, including our subscribers, as part of our customer service and marketing efforts. The plaintiffs in these suits are seeking various forms of relief, including statutory damages of five hundred dollars for each violation of the TCPA or, in the alternative, treble damages of up to fifteen hundred dollars for each knowing and willful violation of the TCPA, as well as payment of interest, attorneys' fees and costs, and certain injunctive relief prohibiting any violations of the TCPA in the future.

These purported class action cases are titled Erik Knutson v. Sirius XM Radio Inc., No. 12-cv-0418-AJB-NLS (S.D. Cal.), Francis W. Hooker v. Sirius XM Radio, Inc., No. 4:13-cv-3 (E.D. Va.), Yefim Elikman v. Sirius XM Radio, Inc. and Career Horizons, Inc., No. 1:15-cv-02093 (N.D. Ill.), and Anthony Parker v. Sirius XM Radio, Inc., No. 8:15-cv-01710-JSM-EAJ (M.D. Fla). These actions were commenced in February 2012, January 2013, April 2015 and July 2015, respectively. Information concerning each of these actions is publicly available in court filings under their docket numbers.

We have notified certain of our call center vendors of these actions and requested that they defend and indemnify us against these claims pursuant to the provisions of their existing or former agreements with us. We believe we have valid contractual claims against call center vendors in connection with these claims and intend to preserve and pursue our rights to recover from these entities; however, no assurance can be made as to our ability to fully recover all claims we may have against these entities.

***Pre-1972 Sound Recording Matters***. In August 2013, SoundExchange, Inc. filed a complaint in the United States District Court for the District of Columbia alleging that we underpaid royalties for statutory licenses during the 2007-2012 period in violation of the regulations established by the Copyright Royalty Board for that period. SoundExchange principally alleges that we improperly reduced our calculation of gross revenues, on which the royalty payments are based, by deducting non-recognized revenue attributable to pre-1972 recordings and Premier package revenue that is not "separately charged" as required by the regulations. SoundExchange is seeking compensatory damages of not less than \$50,000 and up to \$100,000 or more, payment of late fees and interest, and attorneys' fees and costs.

In August 2014, the United States District Court for the District of Columbia granted our motion to dismiss the complaint without prejudice on the grounds that the case properly should be pursued before the Copyright Royalty Board rather than the district court. In December 2014, SoundExchange filed a petition with the Copyright Royalty Board requesting an order interpreting the applicable regulations.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

This matter is titled *SoundExchange, Inc. v. Sirius XM Radio, Inc.*, No.13-cv-1290-RJL (D.D.C.), and *Determination of Rates and Terms for Preexisting Subscription Services and Satellite Digital Audio Radio Services*, United States Copyright Royalty Board, No. 2006-1 CRB DSTR. Information concerning each of these actions is publicly available in filings under their docket numbers.

In addition, since 2013, we have been named as a defendant in several suits, including putative class action suits, challenging our use and public performance via satellite radio and the Internet of sound recordings fixed prior to February 15, 1972 (“pre-1972 recordings”) under various state laws. In June 2015, we settled the suit brought by Capitol Records LLC, Sony Music Entertainment, UMG Recordings, Inc., Warner Music Group Corp. and ABKCO Music & Records, Inc. relating to our use and public performance of pre-1972 recordings for \$210,000 which amount was paid in July 2015. These settling record companies claim to own, control or otherwise have the right to settle with respect to approximately 85% of the pre-1972 recordings we have historically played. We have also entered into certain direct licenses with other owners of pre-1972 recordings, which in many cases include releases of any claims associated with our use of pre-1972 recordings. The portion of the June 2015 settlement covering the remaining future service periods is being amortized to Revenue share and royalties within our statements of comprehensive income through December 2017 and as of December 31, 2015, \$39,808 was recorded to Prepaid expenses and other current assets and \$43,442 was recorded to Other long-term assets within our consolidated balance sheets.

Several putative class actions suits challenging our use and public performance of other pre-1972 recordings under various state laws remain pending. We believe we have substantial defenses to the claims asserted, we are defending these actions vigorously, and do not believe that the resolution of these remaining cases will have a material adverse effect on our business, financial condition or results of operations.

With respect to certain matters described above under the captions “*Telephone Consumer Protection Act Suits*” and “*Pre-1972 Sound Recording Matters*”, we have determined that the outcome of these matters is inherently unpredictable and subject to significant uncertainties, many of which are beyond our control. No provision was made for losses to the extent such are not probable and estimable. We believe we have substantial defenses to the claims asserted, and intend to defend these actions vigorously.

*Other Matters.* In the ordinary course of business, we are a defendant in various other lawsuits and arbitration proceedings, including derivative actions; actions filed by subscribers, both on behalf of themselves and on a class action basis; former employees; parties to contracts or leases; and owners of patents, trademarks, copyrights or other intellectual property. None of these matters, in our opinion, is likely to have a material adverse effect on our business, financial condition or results of operations.

**(17) Income Taxes**

There is no current U.S. federal income tax provision, as all federal taxable income was offset by utilizing U.S. federal net operating loss carryforwards. The current state income tax provision is primarily related to taxable income in certain States that have suspended or limited the ability to use net operating loss carryforwards or where net operating losses have been fully utilized. The current foreign income tax provision is primarily related to foreign withholding taxes on dividend distributions between us and our Canadian affiliate. For the year ended December 31, 2013, the current foreign income tax provision related to reimbursement of foreign withholding taxes. Income tax expense is the sum of current income tax plus the change in deferred tax assets and liabilities.

We file a consolidated federal income tax return for all of our wholly-owned subsidiaries, including Sirius XM. Income tax expense consisted of the following:

	For the Years Ended December 31,		
	2015	2014	2013
<b>Current taxes:</b>			
Federal	\$ —	\$ —	\$ —
State	(15,916)	(7,743)	(5,359)
Foreign	(825)	(2,341)	5,269
Total current taxes	(16,741)	(10,084)	(90)
<b>Deferred taxes:</b>			
Federal	(318,933)	(302,350)	(211,044)
State	(46,566)	(25,111)	(48,743)
Total deferred taxes	(365,499)	(327,461)	(259,787)
Total income tax expense	\$ (382,240)	\$ (337,545)	\$ (259,877)

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
(Dollars and shares in thousands, except per share amounts)

The following table indicates the significant elements contributing to the difference between the federal tax expense at the statutory rate and at our effective rate:

	For the Years Ended December 31,		
	2015	2014	2013
Federal tax expense, at statutory rate	\$ (312,188)	\$ (290,775)	\$ (222,982)
State income tax expense, net of federal benefit	(26,018)	(32,067)	(19,031)
State rate changes	608	5,334	(8,666)
Non-deductible expenses	(1,106)	(13,914)	(9,545)
Change in valuation allowance	(44,100)	2,836	4,228
Other, net	564	(8,959)	(3,881)
Income tax expense	<u>\$ (382,240)</u>	<u>\$ (337,545)</u>	<u>\$ (259,877)</u>

Deferred income taxes are recognized for the tax consequences related to temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax purposes at each year-end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. In determining the period in which related tax benefits are realized for book purposes, excess share-based compensation deductions included in net operating losses are realized after regular net operating losses are exhausted; and excess tax compensation benefits are recorded off balance-sheet as a memo entry until the period the excess tax benefit is realized through a reduction of taxes payable. A valuation allowance is recognized when, based on the weight of all available evidence, it is considered more likely than not that all, or some portion, of the deferred tax assets will not be realized.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities, shown before jurisdictional netting, are presented below:

	For the Years Ended December 31,	
	2015	2014
Deferred tax assets:		
Net operating loss carryforwards	\$ 1,447,159	\$ 1,818,719
Deferred revenue	730,239	691,323
Accrued bonus	31,458	28,170
Expensed costs capitalized for tax	19,584	19,624
Investments	46,857	46,751
Stock based compensation	66,030	79,296
Other	37,226	38,365
Total deferred tax assets	<u>2,378,553</u>	<u>2,722,248</u>
Deferred tax liabilities:		
Depreciation of property and equipment	(250,821)	(237,971)
FCC license	(779,145)	(789,857)
Other intangible assets	(190,442)	(213,086)
Total deferred tax liabilities	<u>(1,220,408)</u>	<u>(1,240,914)</u>
Net deferred tax assets before valuation allowance	1,158,145	1,481,334
Valuation allowance	(49,095)	(4,995)
Total net deferred tax asset	<u>\$ 1,109,050</u>	<u>\$ 1,476,339</u>

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences can be carried forward under tax law. Management's evaluation of the realizability of deferred tax assets considers both positive and negative evidence, including historical financial performance, scheduled reversal of deferred tax assets and liabilities, projected taxable income and tax planning strategies in making this assessment. The weight given to the potential effects of positive and negative evidence is based on the extent to which it can be objectively verified. The net deferred tax assets are primarily related to net operating loss carryforwards of approximately \$3,762,205. In addition to the gross book net operating loss carryforwards, we have \$827,150 of excess share-based compensation deductions that will not be realized until we utilize these net operating losses, resulting in an approximate gross operating loss carryforward on our tax return of \$4,589,355.

As of December 31, 2015 and 2014, we had a valuation allowance related to deferred tax assets of \$49,095 and \$4,995, respectively, which were not likely to be realized due to certain state net operating loss limitations. During the year ended December

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(Dollars and shares in thousands, except per share amounts)**

31, 2015, the tax law change in the District of Columbia will reduce our future taxes and use less of certain net operating losses in the future. The District of Columbia tax law change resulted in a \$44,392 increase in our valuation allowance. These net operating loss carryforwards expire on various dates through 2035.

ASC 740 requires a company to first determine whether it is more likely than not that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more likely than not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority. If the tax position is not more likely than not to be sustained, the gross amount of the unrecognized tax position will not be recorded in the financial statements but will be shown in tabular format within the uncertain income tax positions. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs due to the following conditions: (1) the tax position is "more likely than not" to be sustained, (2) the tax position, amount, and/or timing is ultimately settled through negotiation or litigation, or (3) the statute of limitations for the tax position has expired. A number of years may elapse before an uncertain tax position is effectively settled or until there is a lapse in the applicable statute of limitations. We record interest and penalties related to uncertain tax positions in Income tax expense in our consolidated statements of comprehensive income.

As of December 31, 2015 and 2014, the gross liability for income taxes associated with uncertain state tax positions was \$253,277 and \$1,432, respectively. If recognized, \$183,974 of unrecognized tax benefits would affect our effective tax rate. Uncertain tax positions are recognized in Other long-term liabilities which, as of December 31, 2015 and 2014, we had recorded \$3,525 and \$1,432, respectively. No penalties have been accrued.

We have federal and certain state income tax audits pending. We do not expect the ultimate outcome of these audits to have a material adverse effect on our financial position or results of operations. We also do not currently anticipate that our existing reserves related to uncertain tax positions as of December 31, 2015 will significantly increase or decrease during the twelve month period ending December 31, 2016; however, various events could cause our current expectations to change in the future. Should our position with respect to the majority of these uncertain tax positions be upheld, the effect would be recorded in our consolidated statements of comprehensive income as part of the income tax provision. We recorded interest expense of \$89 and \$55 for the years ended December 31, 2015 and 2014, respectively, related to our unrecognized tax benefits.

Changes in our uncertain income tax positions, from January 1 through December 31 are presented below:

	2015	2014
Balance, beginning of year	\$ 1,432	\$ 1,432
Increases in tax positions for prior years	251,845	—
Balance, end of year	\$ 253,277	\$ 1,432

**(18) Subsequent Events**

*Stock Repurchase Program*

For the period from January 1, 2016 to January 29, 2016, we repurchased 51,883 shares of our common stock on the open market for an aggregate purchase price of \$194,127, including fees and commissions.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
(Dollars and shares in thousands, except per share amounts)

**(19) Quarterly Financial Data--Unaudited**

Our quarterly results of operations are summarized below:

	<b>For the Three Months Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
<b>2015</b>				
Total revenue	\$ 1,080,990	\$ 1,123,210	\$ 1,169,712	\$ 1,196,146
Cost of services	\$ (406,370)	\$ (525,463)	\$ (440,808)	\$ (470,523)
Income from operations	\$ 313,806	\$ 219,429	\$ 351,584	\$ 293,869
Net income	\$ 105,692	\$ 102,849	\$ 166,550	\$ 134,633
Net income per common share--basic	\$ 0.02	\$ 0.02	\$ 0.03	\$ 0.03
Net income per common share--diluted	\$ 0.02	\$ 0.02	\$ 0.03	\$ 0.03
<b>2014</b>				
Total revenue	\$ 997,711	\$ 1,035,345	\$ 1,057,087	\$ 1,090,952
Cost of services	\$ (390,534)	\$ (393,185)	\$ (403,519)	\$ (421,098)
Income from operations	\$ 247,407	\$ 284,578	\$ 294,028	\$ 293,657
Net income	\$ 93,988	\$ 119,961	\$ 136,170	\$ 143,122
Net income per common share--basic	\$ 0.02	\$ 0.02	\$ 0.02	\$ 0.03
Net income per common share--diluted (1)	\$ 0.02	\$ 0.02	\$ 0.02	\$ 0.03

- (1) The sum of quarterly net income per share applicable to common stockholders (diluted) does not necessarily agree to the net income per share for the year due to the timing of common stock issuances.

**SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES**  
**Schedule II - Schedule of Valuation and Qualifying Accounts**

(in thousands)

<u>Description</u>	<u>Balance January 1,</u>	<u>Charged to</u> <u>Expenses (Benefit)</u>	<u>Write-offs/</u> <u>Payments/ Other</u>	<u>Balance December 31,</u>
<b>2013</b>				
Allowance for doubtful accounts	\$ 11,711	39,016	(41,649)	\$ 9,078
Deferred tax assets—valuation allowance	\$ 9,835	(4,228)	2,224	\$ 7,831
Allowance for obsolescence	\$ 16,159	(773)	(1,168)	\$ 14,218
<b>2014</b>				
Allowance for doubtful accounts	\$ 9,078	44,961	(46,224)	\$ 7,815
Deferred tax assets—valuation allowance	\$ 7,831	(2,836)	—	\$ 4,995
Allowance for obsolescence	\$ 14,218	(335)	(3,159)	\$ 10,724
<b>2015</b>				
Allowance for doubtful accounts	\$ 7,815	47,187	(48,884)	\$ 6,118
Deferred tax assets—valuation allowance	\$ 4,995	44,100	—	\$ 49,095
Allowance for obsolescence	\$ 10,724	(34)	(741)	\$ 9,949

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
2.1	Certificate of Ownership and Merger, dated as of January 12, 2011, merging XM Satellite Radio Inc. with and into Sirius XM Radio Inc. (incorporated by reference to Exhibit 3.1 to Sirius XM Radio Inc.'s Current Report on Form 8-K filed on January 12, 2011 (File No. 001-34295)).
2.2	Agreement and Plan of Merger, dated as of November 14, 2013, by and among Sirius XM Radio Inc., Sirius XM Holdings Inc. and Sirius XM Merger Sub Inc. (incorporated by reference to Exhibit 2.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on November 15, 2013 (File No. 001-34295)).
3.1	Amended and Restated Certificate of Incorporation of Sirius XM Holdings Inc. (incorporated by reference to Exhibit 3.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on November 15, 2013 (File No. 001-34295)).
3.2	Amended and Restated By-Laws of Sirius XM Holdings Inc. (incorporated by reference to Exhibit 3.2 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on November 15, 2013 (File No. 001-34295)).
4.1	Form of certificate for shares of Sirius XM Holdings Inc.'s common stock (incorporated by reference to Exhibit 4.1 to Sirius XM Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-34295)).
4.2	Indenture, dated as of August 13, 2012, among Sirius XM Radio Inc., the guarantors thereto and U.S. Bank National Association, as trustee, relating to Sirius XM Radio Inc.'s 5.25% Senior Secured Notes due 2022 (incorporated by reference to Sirius XM Radio Inc.'s Current Report on Form 8-K filed on August 14, 2012 (File No. 001-34295)).
4.3	Supplemental Indenture, dated as of April 10, 2014, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 5.25% Senior Secured Notes due 2022 (incorporated by reference to Exhibit 4.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on April 10, 2014 (File No. 001-34295)).
4.4	Indenture, dated as of May 16, 2013, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 4.25% Senior Notes due 2020 (incorporated by reference to Exhibit 4.1 to Sirius XM Radio Inc.'s Current Report on Form 8-K filed on May 20, 2013 (File No. 001-34295)).
4.5	Indenture, dated as of May 16, 2013, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 4.625% Senior Notes due 2023 (incorporated by reference to Exhibit 4.2 to Sirius XM Radio Inc.'s Current Report on Form 8-K filed on May 20, 2013 (File No. 001-34295)).
4.6	Indenture, dated as of August 1, 2013, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 5.75% Senior Notes due 2021 (incorporated by reference to Exhibit 4.1 to Sirius XM Radio Inc.'s Current Report on Form 8-K filed on August 1, 2013 (File No. 001-34295)).
4.7	Indenture, dated as of September 24, 2013, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 5.875% Senior Notes due 2020 (incorporated by reference to Exhibit 4.1 to Sirius XM Radio Inc.'s Current Report on Form 8-K filed on September 25, 2013 (File No. 001-34295)).
4.8	Indenture, dated as of May 6, 2014, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 6.00% Senior Notes due 2024 (incorporated by reference to Exhibit 4.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on May 7, 2014 (File No. 001-34295)).
4.9	Indenture, dated as of March 6, 2015, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association as trustee, relating to the 5.375% Senior Notes due 2025 (incorporated by reference to Exhibit 4.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on March 6, 2015 (File No. 001-34295)).
4.10	Form of Common Stock Purchase Warrant, dated as of January 27, 2009, issued by Sirius XM Radio Inc. to NFL Enterprises LLC (incorporated by reference to Exhibit 4.48 to Sirius XM Radio Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-34295)).
4.11	Sirius XM Holdings Inc.'s Assumption of NFL Enterprises LLC Warrant, dated as of November 15, 2013 (incorporated by reference to Exhibit 4.13 to Sirius XM Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-34295)).
4.12	Amendment No. 1, dated as of March 30, 2015, to the Common Stock Purchase Warrants, each dated January 27, 2009, issued by Sirius XM Holdings Inc., the successor to Sirius XM Radio Inc., to NFL Enterprises LLC (incorporated by reference to Exhibit 4.2 to Sirius XM Holdings Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015. (File No. 001-34295))
4.13	Investment Agreement, dated as of February 17, 2009, between Sirius XM Radio Inc. and Liberty Radio LLC (incorporated by reference to Exhibit 4.55 to Sirius XM Radio Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-34295)).
4.14	Assignment and Assumption of Investment Agreement among Sirius XM Radio Inc., Sirius XM Holdings Inc. and Liberty Radio LLC, dated as of November 15, 2013 (incorporated by reference to Exhibit 4.15 to Sirius XM Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-34295)).

[Table of Contents](#)

Exhibit	Description
10.1	Credit Agreement, dated as of December 5, 2012, among Sirius XM Radio Inc., JPMorgan Chase Bank, N.A. as administrative agent, and the other agents and lenders party thereto (incorporated by reference to Sirius XM Radio Inc.'s Current Report on Form 8-K filed on December 10, 2012 (File No. 001-34295)).
10.2	Amendment No. 1, dated as of April 22, 2014, to the Credit Agreement, dated as of December 5, 2012, among Sirius XM Radio Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A. as administrative agent for the Lenders, as collateral agent for the Secured Parties and as an Issuing Bank (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on April 22, 2014 (File No. 001-34295)).
10.3	Amendment No. 2, dated as of June 16, 2015, to the Credit Agreement, dated as of December 5, 2012, among Sirius XM Radio Inc., JPMorgan Chase Bank, N.A., as administrative agent, and the other agents and lenders parties thereto (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on June 19, 2015 (File No. 001-34295)).
**10.4	Technology Licensing Agreement among XM Satellite Radio Inc., XM Satellite Radio Holdings Inc., WorldSpace Management Corporation and American Mobile Satellite Corporation, dated as of January 1, 1998, amended by Amendment No. 1 to Technology Licensing Agreement (incorporated by reference to Exhibit 10.3 to XM Satellite Radio Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 000-27441)).
**10.5	Third Amended and Restated Distribution and Credit Agreement, dated as of February 6, 2008, among General Motors Corporation, XM Satellite Radio Holdings Inc. and XM Satellite Radio Inc. (incorporated by reference to Exhibit 10.63 to XM Satellite Radio Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 000-27441)).
**10.6	Third Amended and Restated Satellite Purchase Contract for In-Orbit Delivery, dated as of May 15, 2001, between XM Satellite Radio Inc. and Boeing Satellite Systems International, Inc. (incorporated by reference to Exhibit 10.36 to Amendment No. 1 to XM Satellite Radio Holdings Inc.'s Registration Statement on Form S-3 (File No. 333-89132)).
**10.7	Amended and Restated Amendment to the Satellite Purchase Contract for In-Orbit Delivery, dated May 22, 2003, among XM Satellite Radio Inc., XM Satellite Radio Holdings Inc. and Boeing Satellite Systems International, Inc. (incorporated by reference to Exhibit 10.53 to XM Satellite Radio Holdings Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (File No. 000-27441)).
**10.8	Amendment to the Satellite Purchase Contract for In-Orbit Delivery, dated July 31, 2003, among XM Satellite Radio Inc., XM Satellite Radio Holdings Inc. and Boeing Satellite Systems International, Inc. (incorporated by reference to Exhibit 10.54 to XM Satellite Radio Holdings Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (File No. 000-27441)).
**10.9	Amendment to the Satellite Purchase Contract for In-Orbit Delivery, dated December 19, 2003, among XM Satellite Radio Inc., XM Satellite Radio Holdings Inc. and Boeing Satellite Systems International, Inc. (incorporated by reference to Exhibit 10.57 to XM Satellite Radio Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 000-27441)).
*10.10	Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to Sirius XM Radio Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (File No. 001-34295)).
*10.11	Form of Stock Option Agreement between CD Radio Inc. and each Optionee (incorporated by reference to Exhibit 10.16.2 to Sirius XM Radio Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (File No. 001-34295)).
*10.12	XM Satellite Radio Holdings Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to XM Satellite Radio Holdings Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 000-27441)).
*10.13	Form of Non-Qualified Stock Option Agreement pursuant to the XM Satellite Radio Holdings Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to XM Satellite Radio Holdings Inc.'s Current Report on Form 8-K filed June 1, 2007 (File No. 000-27441)).
*10.14	Form of Restricted Stock Agreement pursuant to the XM Satellite Radio Holdings Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to XM Satellite Radio Holdings Inc.'s Current Report on Form 8-K filed June 1, 2007 (File No. 000-27441)).
*10.15	Sirius XM Radio 401(k) Savings Plan, January 1, 2009 Restatement (incorporated by reference to Exhibit 10.30 to Sirius XM Radio Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 001-34295)).
*10.16	Sirius XM Radio Inc. 2009 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 4.9 to Sirius XM Radio Inc.'s Registration Statement on Form S-8 (File No. 333-160386)).
*10.17	Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (incorporated by reference to Appendix A to Sirius XM Holdings Inc.'s definitive Proxy Statement on Schedule 14A filed on April 6, 2015 (File No. 001-34295)).

[Table of Contents](#)

<b>Exhibit</b>	<b>Description</b>
*10.18	Form of Director Non-Qualified Stock Option Agreement pursuant to the Sirius XM Radio Inc. 2009 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.34 to Sirius XM Radio Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 001-34295)).
*10.19	Form of Director Non-Qualified Stock Option Agreement pursuant to the Sirius XM Holdings Inc. 2009 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.18 to Sirius XM Holdings Inc.'s Annual Report filed for the year ended December 31, 2014 (File No. 001-34295)).
*10.20	Form of Non-Qualified Stock Option Agreement pursuant to the Sirius XM Radio Inc. 2009 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.35 to Sirius XM Radio Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 001-34295)).
*10.21	Form of Non-Qualified Stock Option Agreement pursuant to the Sirius XM Holdings Inc. 2009 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.20 to Sirius XM Holdings Inc.'s Annual Report filed for the year ended December 31, 2014 (File No. 001-34295)).
*10.22	Form of Director Non-Qualified Stock Option Agreement pursuant to the Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (filed herewith).
*10.23	Form of Non-Qualified Stock Option Agreement pursuant to the Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (filed herewith).
*10.24	Form of Option Award Agreement between Sirius XM Radio Inc. and James E. Meyer (incorporated by reference to Exhibit 10.1 to Sirius XM Radio Inc.'s Current Report on Form 8-K filed October 16, 2009 (File No. 001-34295)).
*10.25	Employment Agreement, dated as of June 19, 2015, between Sirius XM Radio Inc. and Dara F Altman (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on June 23, 2015 (File No. 001-34295)).
*10.26	Employment Agreement, dated as of June 29, 2015, between Sirius XM Radio Inc. and James A. Cady (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on June 30, 2015 (File No. 001-34295)).
*10.27	Employment Agreement, dated as of July 3, 2015, between Sirius XM Radio Inc. and David J. Frear (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on July 8, 2015 (File No. 001-34295)).
*10.28	Employment Agreement, dated August 11, 2015, between Sirius XM Radio Inc. and James E. Meyer (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on August 13, 2015 (File No. 001-34295)).
*10.29	Employment Agreement, dated December 11, 2015, between Sirius XM Radio Inc. and Joseph A. Verbrugge (filed herewith).
*10.30	Assignment and Assumption Agreement, dated as of November 15, 2013, among Sirius XM Holdings Inc. and Sirius XM Radio Inc. (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on November 15, 2013 (File No. 001-34295)).
*10.31	Omnibus Amendment, dated November 15, 2013, to the XM Satellite Radio Holdings Inc. Talent Option Plan, the XM Satellite Radio Holdings Inc. 1998 Shares Award Plan, as amended, the Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan, the XM Satellite Radio Holdings Inc. 2007 Stock Incentive Plan and the Sirius XM Radio Inc. 2009 Long-Term Stock Incentive Plan and their Related Stock Option Agreements, Restricted Stock Agreements and Restricted Stock Unit Agreements (incorporated by reference to Exhibit 10.2 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on November 15, 2013 (File No. 001-34295)).
*10.32	Sirius XM Holdings Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on June 30, 2015 (File No. 001-34295)).
21.1	List of Subsidiaries (filed herewith).
23.1	Consent of KPMG LLP (filed herewith).
31.1	Certificate of James E. Meyer, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certificate of David J. Frear, Senior Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certificate of James E. Meyer, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.2	Certificate of David J. Frear, Senior Executive Vice President and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

[Table of Contents](#)

<b>Exhibit</b>	<b>Description</b>
99.1	Amended and Restated Certificate of Incorporation of Sirius XM Radio Inc., as amended (incorporated by reference to Exhibit 3.3 to Sirius XM Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-34295)).
99.2	Amended and Restated By-Laws of Sirius XM Radio Inc., as amended (incorporated by reference to Exhibit 3.4 to Sirius XM Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-34295)).
101.1	The following financial information from our Annual Report on Form 10-K for the year ended December 31, 2015 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013; (ii) Consolidated Balance Sheets as of December 31, 2015 and 2014; (iii) Consolidated Statements of Stockholders' (Deficit) Equity for the years ended December 31, 2015, 2014 and 2013; (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013; and (v) Combined Notes to Consolidated Financial Statements.

\* This document has been identified as a management contract or compensatory plan or arrangement.

\*\* Pursuant to the Commission's Orders Granting Confidential Treatment under Rule 406 of the Securities Act of 1933 or Rule 24(b)-2 under the Securities Exchange Act of 1934, certain confidential portions of this Exhibit were omitted by means of redacting a portion of the text.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

THIS OPTION HAS NOT BEEN REGISTERED UNDER STATE OR FEDERAL SECURITIES LAWS. THIS OPTION MAY NOT BE TRANSFERRED EXCEPT BY WILL OR UNDER THE LAWS OF DESCENT AND DISTRIBUTION.

SIRIUS XM HOLDINGS INC. 2015 LONG-TERM STOCK INCENTIVE PLAN

STOCK OPTION AGREEMENT  
2015 COMPENSATION AWARD

THIS STOCK OPTION AGREEMENT (this "Agreement"), dated as of \_\_\_\_\_, 2015 (the "Grant Date"), is between SIRIUS XM HOLDINGS INC., a Delaware corporation (the "Company"), and \_\_\_\_\_ (the "Director").

1. Grant of Option; Vesting. (a) Subject to the terms and conditions of this Agreement, the Sirius XM Holdings Inc. Director Compensation Policy (the "Policy"), and the Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (the "Plan"), the Company hereby grants to the Director the right and option (this "Option") to purchase up to \_\_\_\_\_ (\_\_\_\_\_) shares (the "Shares") of common stock, par value \$0.001 per share, of the Company at a price per share of \$ \_\_\_\_\_, the closing price of such common stock on The Nasdaq Global Select Market on \_\_\_\_\_, 2015 (the "Exercise Price"). This Option is not intended to qualify as an Incentive Stock Option for purposes of Section 422 of the Internal Revenue Code of 1986, as amended. In the case of any stock split, stock dividend or like change in the Shares occurring after the date hereof, the number of Shares and the Exercise Price shall be adjusted as set forth in Section 4(b) of the Plan. Capitalized terms not otherwise defined herein have the meanings assigned to them in the Plan.

(b) Subject to Sections 1(c) and 2, the right and option to purchase the Shares shall vest and be exercisable as follows:

- (i) \_\_\_\_\_ (\_\_\_\_\_) Shares shall vest and become exercisable on \_\_\_\_\_, 2016;
- (ii) \_\_\_\_\_ (\_\_\_\_\_) Shares shall vest and become exercisable on \_\_\_\_\_, 2017;
- (iii) \_\_\_\_\_ (\_\_\_\_\_) Shares shall vest and become exercisable on \_\_\_\_\_, 2018; and
- (iv) \_\_\_\_\_ (\_\_\_\_\_) Shares shall vest and become exercisable on \_\_\_\_\_, 2019.

(c) If a Director is not nominated for re-election, stands for election but is not elected at the next Annual Meeting of the Stockholders or is replaced by the stockholders of the Company, then all unvested Options shall immediately vest and become exercisable as of the date that the Director is no longer a member of the Board of Directors of the Company.

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(d) In the event of a Change of Control, this Option shall be governed by the terms of the Plan; provided that any transactions between the Company, Sirius XM and/or any of their respective subsidiaries, on the one hand, and Liberty Media Corporation, any Qualified Distribution Transferee (as defined in the Investment Agreement, dated as of February 17, 2009, between the Company and Liberty Radio LLC, as amended) and/or any of their respective subsidiaries, on the other hand, shall not constitute a Change of Control under the Plan.

2. Term. Subject to Section 2(b), this Option shall terminate on the earlier of (i) ten (10) years from the Grant Date or (ii) upon the date that is eighteen (18) months after the date that the Director is no longer a member of the Board of Directors of the Company.

3. Exercise. Subject to Section 1 of this Agreement and the terms of the Plan, this Option may be exercised, in whole or in part, by means of a written notice of exercise signed and delivered by the Director (or, in the case of exercise after death of the Director, by the executor, administrator, heir or legatee of the Director, as the case may be, or, in the case of exercise after a disability under circumstance in which it is reasonable to conclude that the Director does not have the ability to exercise this Option, by the person or persons who have been legally appointed to act in the name of the Director) to the Company at the address set forth herein for notices to the Company. Such notice shall (a) state the number of Shares to be purchased and the date of exercise, and (b) be accompanied by payment of the Exercise Price in cash or such other method of payment as may be permitted by Section 6(d) of the Plan, subject, in the case of a broker-assisted exercise, to applicable law.

4. Non-transferable. This Option may not be transferred, assigned, pledged or hypothecated in any manner (whether by operation of law or otherwise) other than by will or by the applicable laws of descent and distribution and shall not be subject to execution, attachment or similar process. Any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of this Option or of any right or privilege conferred hereby shall be null and void.

5. No Rights of a Stockholder. The Director shall not have any rights as a stockholder of the Company with respect to any Shares until the Shares purchased upon exercise of this Option have been issued.

6. Professional Advice. The acceptance and exercise of this Option may have consequences under federal and state tax and securities laws that may vary depending upon the individual circumstances of the Director. Accordingly, the Director acknowledges that the Director has been advised to consult his or her personal legal and tax advisor in connection with this Agreement and this Option.

7. Agreement Subject to the Plan. The Option and this Agreement are subject to the terms and conditions set forth in the Plan and the Policy, which terms and conditions are incorporated herein by reference. A copy of the Plan and the Policy have been previously delivered to the Director. This Agreement, the Plan and the Policy constitute the entire understanding between the Company and the Director with respect to this Option. In the event of any conflict between the Agreement and either the Plan or the Policy, the Plan and the Policy shall govern and prevail.

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8. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, and shall bind and inure to the benefit of the heirs, executors, personal representatives, successors and assigns of the parties hereto. The parties hereby irrevocably and unconditionally consent to submit to the exclusive jurisdiction of the state and federal courts located in the Borough of Manhattan, State of New York, and expressly waive the right to a jury trial, for any actions, suits or proceedings arising out of or relating to this Agreement.

9. Notices. All notices and other communications hereunder shall be in writing and shall be deemed given when delivered personally or when telecopied (with confirmation of transmission received by the sender), three business days after being sent by certified mail, postage prepaid, return receipt requested or one business day after being delivered to a nationally recognized overnight courier with next day delivery specified to the parties at the following addresses (or at such other address for a party as shall be specified by like notice):

Company: Sirius XM Holdings Inc.  
1221 Avenue of the Americas  
36th Floor  
New York, New York 10020  
Attention: General Counsel

Director: Address on file at the  
office of the Company

Notices sent by email or other electronic means not specifically authorized by this Agreement shall not be effective for any purpose of this Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

ACCEPTED & AGREED:

\_\_\_\_\_  
Director

**SIRIUS XM HOLDINGS INC.  
2015 LONG-TERM STOCK INCENTIVE PLAN**

**STOCK OPTION AGREEMENT  
2015 COMPENSATION AWARD**

This STOCK OPTION AGREEMENT (this "Agreement"), dated as of \_\_\_\_\_, 2015 (the "Date of Grant"), is between SIRIUS XM HOLDINGS INC., a Delaware corporation (the "Company"), and \_\_\_\_\_ (the "Employee").

1. Grant of Option; Vesting. (a) Subject to the terms and conditions of this Agreement and the Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (the "Plan"), the Company hereby grants to the Employee the right and option (this "Option") to purchase up to \_\_\_\_\_ shares (the "Shares") of common stock, par value \$0.001 per share, of the Company at a price per share of \_\_\_\_\_ (the "Exercise Price"). This Option is not intended to qualify as an Incentive Stock Option for purposes of Section 422 of the Internal Revenue Code of 1986, as amended. In the case of any stock split, stock dividend or like change in the Shares occurring after the date hereof, the number of Shares and the Exercise Price shall be adjusted as set forth in Section 4(b) of the Plan.

(b) Subject to the terms and conditions of this Agreement and/or the Plan, this Option shall vest and become exercisable with respect to approximately one-fourth (1/4) of the Shares granted to the Employee under this Agreement on each of the first (1<sup>st</sup>), second (2<sup>nd</sup>), third (3<sup>rd</sup>) and fourth (4<sup>th</sup>) anniversaries of the Date of Grant (or if such date is not a business day, then on the next succeeding business day); provided that no Shares shall vest on any anniversary (or on any succeeding business day) if the Employee is not employed by Sirius XM Radio Inc. ("Sirius XM") on such date.

(c) In the event of a Change of Control, this Option shall be governed by the terms of the Plan; provided that any transactions between the Company, Sirius XM and/or any of their respective subsidiaries, on the one hand, and Liberty Media Corporation, any Qualified Distribution Transferee (as defined in the Investment Agreement, dated as of February 17, 2009, between the Company and Liberty Radio LLC, as amended) and/or any of their respective subsidiaries, on the other hand, shall not constitute a Change of Control under the Plan.

2. Term. (a) Subject to Sections 2(b) and 2(c), this Option shall terminate ten (10) years from the Date of Grant or earlier upon the expiration of (a) ninety (90) days following the termination of the Employee's employment with Sirius XM for any reason other than death, or (b) one (1) year from the date of death of the Employee. Subject to the terms of the Plan, if the Employee's employment with Sirius XM is terminated by death, this Option shall be exercisable only by the person or persons to whom the Employee's rights under such Option shall pass by the Employee's will or by the laws of descent and distribution of the state or county of the Employee's domicile at the time of death.

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(b) If the Employee's employment has been terminated by Sirius XM for Cause, this Option, including all vested Options, shall terminate on the date of termination of Employee's employment.

(c) If, within ninety (90) days following the termination of the Employee's employment by the Employee for any reason or by Sirius XM without Cause, the Employee breaches any employment agreement, non-competition agreement, or any other agreement or arrangement that the Employee has with Sirius XM, then the Option, including all vested Options, shall terminate immediately as of the date of the breach.

3. Non-transferable. This Option may not be transferred, assigned, pledged or hypothecated in any manner (whether by operation of law or otherwise) other than by will or by the applicable laws of descent and distribution, and shall not be subject to execution, attachment or similar process. Any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of this Option or of any right or privilege conferred hereby shall be null and void.

4. Exercise. Subject to Sections 1 and 2 of this Agreement and the terms of the Plan, this Option may be exercised, in whole or in part, by means of a written notice of exercise signed and delivered by the Employee (or, in the case of exercise after death of the Employee, by the executor, administrator, heir or legatee of the Employee, as the case may be). Such notice shall (a) state the number of Shares to be purchased and the date of exercise, and (b) be accompanied by any payments that may be required by the Plan in order to complete such exercise.

5. Withholding. Prior to delivery of the Shares purchased upon exercise of this Option, the Company shall determine the amount of any United States federal, state and local income taxes, if any, which are required to be withheld under applicable law and shall, as a condition of exercise of this Option and delivery of certificates representing the Shares purchased upon exercise of this Option, collect from the Employee the amount of any such taxes in any manner permitted by the Plan.

6. No Rights of a Stockholder. The Employee shall not have any rights as a stockholder of the Company with respect to any Shares until the Shares purchased upon exercise of this Option have been issued.

7. Rights of the Employee. None of this Option, the execution of this Agreement nor the exercise of any portion of this Option shall confer upon the Employee any right to, or guarantee of, continued employment by Sirius XM, or in any way limit the right of Sirius XM to terminate the employment of the Employee at any time, subject to the terms of any written employment or similar written agreement between Sirius XM and the Employee.

8. Professional Advice. The acceptance and exercise of this Option may have consequences under federal and state tax and securities laws that may vary depending upon the individual circumstances of the Employee. Accordingly, the Employee acknowledges that the Employee has been advised to consult the Employee's personal legal and tax advisors in connection with this Agreement and this Option.

9. Agreement Subject to the Plan. This Option and this Agreement are subject to the terms and conditions set forth in the Plan, which terms and conditions are incorporated herein by reference. Capitalized terms used herein but not otherwise defined shall have the meaning set forth in the Plan. The Employee acknowledges that a copy of the Plan is posted on Sirius XM's intranet site and the Employee agrees to review it and comply with its terms. This Agreement and the Plan constitute the entire understanding between or among the Company, Sirius XM and the Employee with respect to this Option. In the event of any conflict between this Agreement and the Plan, the Plan shall govern and prevail.

10. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, and shall bind and inure to the benefit of the heirs, executors, personal representatives, successors and assigns of the parties hereto. **The parties hereby irrevocably and unconditionally consent to submit to the exclusive jurisdiction of the state and federal courts located in the Borough of Manhattan, State of New York, and expressly waive the right to a jury trial, for any actions, suits or proceedings arising out of or relating to this Agreement.**

11. Notices. All notices and other communications hereunder shall be in writing and shall be deemed given when delivered personally or when telecopied (with confirmation of transmission received by the sender), three (3) business days after being sent by certified mail, postage prepaid, return receipt requested or one (1) business day after being delivered to a nationally recognized overnight courier with next day delivery specified to the parties at the following addresses (or at such other address for a party as shall be specified by like notice):

Company: Sirius XM Holdings Inc.  
1221 Avenue of the Americas  
36th Floor  
New York, New York 10020  
Attention: General Counsel

Employee: Address on file at the  
office of Sirius XM

Notices sent by email or other electronic means not specifically authorized by this Agreement shall not be effective for any purpose of this Agreement.

ACCEPTED AND AGREED:

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Employee

December 11, 2015  
Joseph A. Verbrugge  
Dear Joe:

This letter will confirm your continued employment with Sirius XM Radio Inc. (the “Company” or “Sirius XM”) on a full-time basis as Executive Vice President, Sales and Development. The Company anticipates that your services will be performed primarily at the Company’s office in Michigan. This letter also will serve as notice that the previous Employment Agreement, dated as of September 19, 2012, between the Company and you (the “Prior Agreement”) is terminated; provided that the terms of the Prior Agreement which survive termination shall continue in full force and effect.

Effective as of December 8, 2015, you shall be paid an annual base salary of \$500,000, less applicable withholdings, to be paid on a bi-weekly basis through the Company’s regular payroll system and subject to any increases that the Company may approve in its sole discretion. You will also receive a vacation allowance of 160 hours (20 working days) per calendar year, which shall accrue in accordance with Company policy.

On December 11, 2015 (the “First Trading Day”), the Company shall cause Sirius XM Holdings Inc. (“Holdings”) to grant the following to you:

(i) an option to purchase shares of the Company’s common stock, par value \$.001 per share (the “Common Stock”), at an exercise price equal to the closing price of the Common Stock on the Nasdaq Global Select Market on the First Trading Day, with the number of shares of Common Stock subject to such option being that necessary to cause the Black-Scholes-Merton value of such option on the First Trading Day to be equal to \$3,750,000 determined by using inputs consistent with those the Company uses for its financial reporting purposes. Such option shall be subject to the terms and conditions set forth in the Option Agreement attached to this Agreement as Exhibit A.

(ii) a number of restricted stock units (“RSUs”) equal to \$1,250,000, divided by the closing price of the Common Stock on the Nasdaq Global Select Market on the First Trading Day. Such restricted stock units shall be subject to the terms and conditions set forth in the Restricted Stock Unit Agreement attached to this Agreement as Exhibit B.

You will continue to be eligible to participate in any Company provided benefit programs, including our deferred compensation program, bonus plans, and other policies and fringe benefits which may generally be made available to full-time employees at your level.

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You agree to comply in all respects with the terms of the Company's Employee Handbook, including its Code of Ethics and Information Security and Privacy Policies, and all other applicable policies, rules and procedures of the Company in effect from time to time. The Company reserves the right in its sole discretion to change or terminate any and all of its policies, including its benefit and bonus plans, and the specific duties of your position from time to time, including not providing any benefits or bonuses.

Your employment at the Company is for no specified period of time. It is an at-will employment relationship, and either you or the Company may terminate the relationship at any time, for any reason, with or without Cause (as defined below) and with or without notice.

If the Company terminates your employment without Cause (as defined below), and your employment is not terminated due to your death or Disability (as defined below), or if you terminate your employment for Good Reason (as defined below), then, in addition to your rights under any equity award agreements between you and the Company, you shall be entitled to receive the following as severance (the "Severance Amount") (in addition to any salary, benefits or other sums due to you through your termination date):

(i) your base salary for a period of twelve (12) months following your termination date, to be paid in the form of salary continuation (the "Severance Period");

(ii) an amount equal to the annual bonus that was paid to you for the calendar year preceding the calendar year of your termination date, to be paid on the date that annual bonuses are usually paid by the Company; and

(iii) continuation of group health insurance benefits during the Severance Period, provided pursuant to Section 4980B of the Internal Revenue Code of 1986 ("COBRA"), and comparable to the terms in effect for the Company's active employees, except that the benefits otherwise receivable by you pursuant to this paragraph will be applied against the maximum period of continuation coverage under COBRA; provided that (a) the Company will not provide for cash in lieu of such benefits; (b) you timely complete all required paperwork to continue such benefits pursuant to COBRA and continue to pay the employee's share of the COBRA premium during the Severance Period; and (c) such coverage, and the Company's agreement to pay for such coverage, shall terminate as of the date that you are eligible for comparable benefits from a new employer. You shall notify the Company within thirty (30) days after becoming eligible for coverage of any such comparable benefits.

The Company's obligations with respect to the Severance Amount shall be conditioned upon you executing, delivering, and not revoking during any applicable revocation period, a separation agreement, and waiver and release of claims against the Company ("Release"), in a form used by the Company on the date of termination and provided to you by the Company in connection with the payment of benefits. The signed release shall be provided to the Company within twenty-one (21) days of the date you receive the Release. The payments provided in the preceding paragraph shall commence no later than the next administratively practical payroll date following the effective date of the Release (as specified in the Release) ("Release Effective Date"); provided that if the maximum period in which you may revoke the Release ends in the

year following the year in which you incur a Separation from Service then the Release Effective Date shall be deemed to be the later of (1) the first business day in the year following the year in which you incur the Separation from Service or (2) the Release Effective Date (without regard to this proviso).

For purposes of this letter, "Cause" means the occurrence or existence of any of the following, as determined by the Company:

- (i) a breach by you of the terms of this letter provided that such breach remains uncured, as determined by the Company in its sole discretion, after thirty (30) days have elapsed following the date on which the Company gives you written notice of such breach;
- (ii) performance of your duties in a manner deemed by the Company, in its sole discretion, to be negligent;
- (iii) any act of insubordination, dishonesty, misappropriation, embezzlement, fraud, or other misconduct by you involving the Company or any of its affiliates;
- (iv) any conviction of, or any plea of *nolo contendere* or the equivalent by you to, any crime other than a traffic violation;
- (v) any action by you causing damage to or misappropriation of any property of the Company or any of its affiliates;
- (vi) your failure to comply with the policies, rules and procedures of the Company in effect from time to time, including its Code of Ethics and Information and Security Policies; or
- (vii) conduct by you that demonstrates unfitness to serve as an employee of the Company or any of its affiliates including any act, whether or not performed in the workplace, which subjects, or if publicly known, would likely subject the Company or any of its affiliates to contempt, ridicule or embarrassment, or would likely be detrimental or damaging to the Company's or any of its affiliates' reputation or their relationships with subscribers, customers, vendors or employees.

For purposes of this Agreement, "Good Reason" shall mean the continuance of any of the following events (without your prior written consent) for a period of thirty (30) days after delivery to the Company by you of a written notice within thirty (30) days of the occurrence of such event, during which such thirty (30)-day period of continuation the Company shall be afforded an opportunity to cure such event; provided that no resignation will be for Good Reason unless you actually resign from employment effective as of a date within seventy-five (75) days after occurrence of the event constituting Good Reason:

- (i) any material reduction in your duties, responsibilities or title level (Executive Vice President);

- (ii) you ceasing to report solely and directly to the Chief Executive Officer of the Company; or
- (iii) any reduction in your base salary.

For purposes of this letter, “Disability” means your incapacity due to physical or mental illness to perform the duties of your position for more than one hundred and eighty (180) days within any twelve (12) month period.

During your employment and for twelve (12) months following the termination of your employment by you or the Company for any reason (such period, the “Restricted Period”), you will not, directly or indirectly, enter into the employment of, render services to, acquire any interest whatsoever in (whether for your own account as an individual proprietor, or as a partner, associate, shareholder, officer, director, consultant, trustee or otherwise), or otherwise assist any person or entity (other than the Company) that is engaged, or proposes to engage, in any operations in North America involving the transmission, streaming or production of radio programming or that competes with any business of the Company, including, without limitation, telematics (any such person or entity, a “Competitor”); provided that nothing herein shall prevent the purchase or ownership by you by way of investment of up to four percent (4%) of the shares or equity interest of any corporation or other entity. For purposes of this letter, the term “radio” shall be defined broadly and shall include traditional radio, terrestrial radio, satellite radio, digital radio, internet broadcasts, internet streaming, internet radio and radio devices and methods, whether now existing or in the future developed. Should any provision of this paragraph be declared unenforceable by a court, then to the extent applicable this paragraph shall be deemed modified to restrict your competition with the Company to the maximum extent of time, scope and geography which the court shall find enforceable, and such paragraph shall be so enforced.

Without limiting the generality of the foregoing, you agree that during your employment you will not negotiate or enter into any discussions, or allow any other person or entity to discuss or negotiate on your behalf, with any Competitor concerning employment with or rendering services to such Competitor. You also agree that during your employment and for twelve (12) months following the termination of your employment for any reason, you shall not, directly or indirectly: (i) solicit, recruit, request, encourage, entice or otherwise induce or attempt to induce any employees to leave the employment of the Company; (ii) interfere with or disrupt the Company’s relationship with any of its employees, accounts, vendors, subscribers or partners, including engaging in any conduct that publicly identifies you as a customer of a Competitor; (iii) induce or attempt to induce any person or entity which is an advertiser, sponsor, vendor or partner with the Company to cease doing business with the Company, or reduce its business with the Company; or (iv) influence or attempt to influence any person or persons, firm, association, syndicate, partnership, company, corporation, or other entity that is a contracting party with the Company to terminate any written or oral agreement with the Company, or enter into any agreement with any such person or entity which would have an adverse effect on the Company.

You also agree that during your employment and thereafter, you shall not make any statements or comments that could be considered to shed an adverse light on the business reputation or personnel of the Company; provided that the foregoing limitation shall not apply to your compliance with law or legal process.

You shall not solicit, accept or receive, either directly or indirectly, any money, services or any other valuable consideration, including gifts, loans, favors, gratuities, other valuables, hospitality or reimbursement of travel expenses (other than your compensation paid directly through the Company's payroll department) in connection with or related to your participation, directly or indirectly, in any program material broadcast by the Company, or for playing, promoting, recommending, advocating or encouraging the playing of certain content or broadcasting any matter, including references to, or endorsement or identification of, any artist, music, product, service or content. You shall fully comply with all of the Company policies and applicable laws prohibiting such practices or conduct now and in the future. You shall also notify the Company's General Counsel immediately in writing upon receipt of any such payment or thing of value or any approaches or overtures made to you to violate this paragraph or to insert, use or otherwise mention, refer or endorse of any product, service, content or other matter in any programming by the Company.

Except as you have previously disclosed to the Company's General Counsel, you represent and warrant that neither you nor any member of your immediate family has any interest, either directly or indirectly, in any broadcasting company, record company, music or video publishing company (physical or electronic), internet or new technology interests, concert promotion company, professional singers or musicians. Should you or any such family member acquire any such interest (other than an interest acquired solely as a result of the purchase of up to four percent (4%) of the equity securities of a publicly traded corporation), such acquisitions shall be promptly reported in writing to the Company's General Counsel.

You acknowledge that in the course of your employment you will occupy a position of trust and confidence. You shall not, except as may be required to perform your duties or as required by applicable law, disclose to others or use, whether directly or indirectly, any Confidential Information. "Confidential Information" shall mean information about the Company's business and operations that is not publicly disclosed by the Company and that was learned by you in the course of your employment by the Company, including any proprietary knowledge, business plans, business strategies, budget information, product plans, patents, trade secrets, data, formulae, sketches, notebooks, blueprints, pricing and cost data, employee information and client and customer lists and all papers and records (including computer records) containing such Confidential Information. Confidential Information shall not include information that becomes public other than through disclosure, directly or indirectly, by you or information you are required to disclose by law or legal process (provided that you provide the Company immediately with prior written notice of the legally required disclosure and reasonably cooperate with the Company in seeking a protective order or other appropriate protection of such information if it chooses to do so). You acknowledge that such Confidential Information is specialized, unique in nature and of great value to the Company, and that such information gives the Company a competitive advantage. You agree to deliver or return to the Company, at the Company's request at any time or upon termination of your employment or as soon as possible thereafter, all documents, computer tapes and disks, records, lists, data, drawings, prints, notes and written information (and all copies thereof) furnished by the Company or prepared by you in the course of your employment by the Company.

The results and proceeds of your services (collectively, the "Work Product") shall be "works made for hire" for the Company under United States Copyright Law and shall be the

exclusive property of the Company. You shall promptly execute and deliver all documents necessary to transfer all right, title and interest in the Work Product to the Company. You hereby covenant to the Company that no Work Product will infringe upon or violate any intellectual property rights or any other rights whatsoever of any third parties. To the extent that any of the results and proceeds of your services may not, by operation of law, be “works made for hire,” you hereby assign to the Company ownership of these materials, and the Company shall have the right to obtain and hold in its own name or transfer to others, copyrights, and similar protection which may be available in such materials. Any preexisting works utilized by you in the performance of your duties shall remain your exclusive property.

With respect to any payment or benefits that would be considered deferred compensation subject to Section 409A of the Internal Revenue Code of 1986, as amended (“Section 409A”), and payable upon or following a termination of employment, a termination of employment shall not be deemed to have occurred unless such termination also constitutes a “separation from service” within the meaning of Section 409A, and the regulations thereunder (a “Separation from Service”), and notwithstanding anything contained herein to the contrary, the date on which such Separation from Service takes place shall be your termination date. Notwithstanding any provisions of this letter to the contrary, if you are a “specified employee” (within the meaning of Section 409A and determined pursuant to policies adopted by the Company) at the time of your Separation from Service and if any portion of the payments or benefits to be received by you upon Separation from Service would be considered deferred compensation under Section 409A, amounts that would otherwise be payable pursuant to this letter during the six-month period immediately following your Separation from Service and benefits that would otherwise be provided pursuant to this letter during the six (6)-month period immediately following your Separation from Service will instead be paid or made available on the earlier of first (1st) the first business day of the seventh (7<sup>th</sup>) month following the date of your Separation from Service and (2) your death.

To the extent applicable, it is intended that the compensation arrangements under this letter be in full compliance with Section 409A (it being understood that certain compensation arrangements under this letter are intended not to be subject to Section 409A). This letter shall be construed, to the maximum extent permitted, in a manner to give effect to such intention. Notwithstanding anything in this letter to the contrary, distributions upon termination of your employment may only be made upon a Separation from Service. Neither the Company nor any of its affiliates shall have any obligation to indemnify or otherwise hold you harmless from any or all such taxes, interest or penalties, or liability for any damages related thereto. You acknowledge that you have been advised to obtain independent legal, tax or other counsel in connection with Section 409A. Each payment under this letter shall be regarded as a “separate payment” and not of a series of payments for purposes of Section 409A.

With respect to any amount of business expenses eligible for reimbursement pursuant to Company policy, such expenses will be reimbursed by the Company within thirty (30) days following the date on which the Company receives the applicable invoice from you in accordance with the Company's expense reimbursement policies, but in no event later than the last day of your taxable year following the taxable year in which you incur the related expenses. In no event will the reimbursements or in-kind benefits to be provided by the Company in one taxable year affect the amount of reimbursements or in-kind benefits to be provided in any other taxable year, nor will your right to reimbursement or in-kind benefits be subject to liquidation or exchange for another benefit.

You acknowledge that a portion of the compensation being paid to you by the Company is paid expressly in consideration of the covenants contained herein. You also acknowledge that: (a) the restrictions contained in this letter are reasonable in order to protect the legitimate business interests of the Company; (b) a breach by you of any of the terms of this letter could result in immediate and irreparable harm to the Company that may not be adequately compensated by a monetary award; and (c) in the event of any such breach, in addition to all of the other remedies available to the Company at law or in equity, it would be reasonable for the Company to seek a restraining order, injunction, a decree of specific performance and/or other equitable relief to ensure compliance with the terms of this letter.

You also acknowledge that notwithstanding any other provisions in this letter to the contrary, any incentive-based compensation, or any other compensation paid to you pursuant to this letter or any other agreement or arrangement with the Company, which is subject to recovery under any law, government regulation or stock exchange listing requirement, will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation or stock exchange listing requirement (or any policy adopted by the Company pursuant to any such law, government regulation or stock exchange listing requirement).

You hereby represent and warrant to the Company that you are not now under any contractual or other obligations, including any non-compete obligations or non-solicitation provisions, that are inconsistent with or in conflict with this letter or that would prevent, limit, restrict, or impair your performance of your job duties or your obligations under this letter. In addition, you acknowledge and agree that you are a manager, and thereby meet the requirements of a "management employee" for purposes of New York's Broadcast Employees Freedom to Work Act.

This letter, and any documents incorporated herein by reference, constitutes the entire agreement between the parties regarding their employment relationship and supersedes any and all prior agreements, promises, representations, understandings and communications between the parties, including the Prior Agreement, but excluding any equity award agreements between you and the Company. Should any provision of this letter be declared invalid or unenforceable, such invalidity or unenforceability shall not affect the remaining provisions hereof.

This letter shall be governed by and construed in accordance with the laws of the State of New York. **The parties irrevocably and unconditionally waive any right whatsoever to a jury trial concerning any dispute between them, including any claims that arise out of or relate to this letter.**

If any term of this letter conflicts with any practice or policy of the Company, now or in the future, the terms of this letter will control. The terms of this letter may not be changed except by written agreement signed by you and either the Chief Executive Officer, the Executive Vice President and Chief Administrative Officer, or the General Counsel of the Company.

We ask that you confirm your acceptance of this offer of employment and your understanding and acceptance of the terms and conditions contained herein by signing the attached copy of this letter and returning it to me as soon as possible.

Sincerely,

/s/ Dara F. Altman

Dara F. Altman  
Executive Vice President and  
Chief Administrative Officer

I have read this letter and understand  
and agree to its terms,  
this 15th day of December, 2015:

/s/ Joseph A. Verbrugge  
JOSEPH A. VERBRUGGE

THIS OPTION MAY NOT BE TRANSFERRED EXCEPT BY WILL OR UNDER  
THE LAWS OF DESCENT AND DISTRIBUTION.

SIRIUS XM HOLDINGS INC. 2015 LONG-TERM STOCK INCENTIVE PLAN  
STOCK OPTION AGREEMENT

This STOCK OPTION AGREEMENT (this "Agreement"), dated December 11, 2015 (the "Date of Grant"), is between SIRIUS XM HOLDINGS INC., a Delaware corporation (the "Company"), and JOSEPH A. VERBRUGGE (the "Executive").

1. Grant of Option; Vesting. (a) Subject to the terms and conditions of this Agreement, the Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (the "Plan"), and the Employment Agreement, dated as of December 11, 2015, between Sirius XM Radio Inc. ("Sirius XM") and the Executive (the "Employment Agreement"), the Company hereby grants to the Executive the right and option (this "Option") to purchase \_\_\_\_\_ (\_\_\_\_\_) shares of common stock, par value \$0.001 per share, of the Company (the "Shares"), at a price per Share of \$\_\_\_\_\_ (the "Exercise Price"). This Option is not intended to qualify as an Incentive Stock Option for purposes of Section 422 of the Internal Revenue Code of 1986, as amended. In the case of any stock split, stock dividend or like change in the Shares occurring after the date hereof, the number of Shares and the Exercise Price shall be adjusted as set forth in Section 4(b) of the Plan.

(b) Subject to the terms and conditions of this Agreement and/or the Plan, this Option shall vest and become exercisable with respect to one-third (1/3) of the Shares granted to the Executive under this Agreement on each of the first (1st), second (2nd), and third (3rd) anniversaries of the Date of Grant (or if such date is not a business day, then on the next succeeding business day); provided that no Shares shall vest on any anniversary (or on any succeeding business day) if the Executive is not employed by Sirius XM on such date.

(c) If the Executive's employment with Sirius XM terminates for any reason, this Option, to the extent not then vested, shall immediately terminate without consideration; provided that if the Executive's employment with Sirius XM is terminated (x) due to death or "Disability" (as defined in the Employment Agreement); (y) by Sirius XM without "Cause" (as defined in the Employment Agreement); or (z) by the Executive for "Good Reason" (as defined in the Employment Agreement), the unvested portion of this Option, to the extent not previously cancelled or forfeited, shall immediately become vested and exercisable. The foregoing condition that the Executive be an employee of Sirius XM shall, in the event of the termination of the Executive's employment with Sirius XM due to death or Disability, by Sirius XM without Cause or by the Executive for Good Reason, be waived by the Company provided that the Executive (or the Executive's estate in the case of death) executes a release acceptable to the Company.

2. Term. This Option shall terminate on December 11, 2025 (the “Option Expiration Date”); provided that if:

(a) the Executive’s employment is terminated by Sirius XM without Cause or by the Executive for Good Reason, or if the Executive’s employment is terminated due to the Executive’s death or Disability, the Executive (or the Executive’s beneficiary, in the case of death) may exercise this Option in full until the first (1<sup>st</sup>) anniversary of such termination (at which time this Option shall be cancelled), but not later than the Option Expiration Date;

(b) the Executive’s employment is terminated by Sirius XM for Cause, this Option shall be cancelled upon the date of such termination; or

(c) the Executive voluntarily terminates the Executive’s employment with the Company without Good Reason, the Executive may exercise any vested portion of this Option until ninety (90) days following the date of such termination (at which time this Option shall be cancelled), but not later than the Option Expiration Date.

3. Exercise. Subject to Sections 1 and 2 of this Agreement and the terms of the Plan, this Option may be exercised, in whole or in part, in accordance with Section 6 of the Plan.

4. Change of Control. In the event of a Change of Control, this Option shall be governed by the terms of the Plan; provided that any transactions between the Company, Sirius XM and/or any of their respective subsidiaries, on the one hand, and Liberty Media Corporation, any Qualified Distribution Transferee (as defined in the Investment Agreement, dated as of February 17, 2009, between the Company and Liberty Radio LLC, as amended) and/or any of their respective subsidiaries, on the other hand, shall not constitute a Change of Control under the Plan.

5. Non-transferable. This Option may not be transferred, assigned, pledged or hypothecated in any manner (whether by operation of law or otherwise) other than by will or by the applicable laws of descent and distribution, and shall not be subject to execution, attachment or similar process. Any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of this Option or of any right or privilege conferred hereby shall be null and void.

6. Withholding. Prior to delivery of the Shares purchased upon exercise of this Option, the Company shall determine the amount of any United States federal, state and local income taxes, if any, which are required to be withheld under applicable law and shall, as a condition of exercise of this Option and delivery of certificates representing the Shares purchased upon exercise of this Option, collect from the Executive the amount of any such tax in any manner permitted by the Plan.

7. No Rights of a Stockholder. The Executive shall not have any rights as a stockholder of the Company with respect to any Shares until the Shares purchased upon exercise of this Option have been issued.

8. Rights of the Executive. Neither this Option, the execution of this Agreement nor the exercise of any portion of this Option shall confer upon the Executive any right to, or guarantee

of, continued employment by Sirius XM, or in any way limit the right of Sirius XM to terminate the Executive's employment at any time, subject to the terms of the Employment Agreement or any other written employment or similar written agreement between or among Sirius XM, the Company and the Executive.

9. Professional Advice. The acceptance and exercise of this Option may have consequences under federal and state tax and securities laws that may vary depending upon the individual circumstances of the Executive. Accordingly, the Executive acknowledges that the Executive has been advised to consult the Executive's personal legal and tax advisors in connection with this Agreement and this Option.

10. Agreement Subject to the Plan. This Option and this Agreement are subject to the terms and conditions set forth in the Plan, which terms and conditions are incorporated herein by reference. Capitalized terms used herein but not defined shall have the meaning set forth in the Plan. The Executive acknowledges that a copy of the Plan is posted on Sirius XM's intranet site and the Executive agrees to review it and comply with its terms. This Agreement, the Employment Agreement and the Plan constitute the entire understanding between or among the Company, Sirius XM and the Executive with respect to this Option.

11. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, and shall bind and inure to the benefit of the heirs, executors, personal representatives, successors and assigns of the parties hereto. **The parties hereby irrevocably and unconditionally consent to submit to the exclusive jurisdiction of the state and federal courts located in the Borough of Manhattan, State of New York, and expressly waive the right to a jury trial, for any actions, suits or proceedings arising out of or relating to this Agreement.**

12. Notices. All notices and other communications hereunder shall be in writing and shall be deemed given when delivered personally or when telecopied (with confirmation of transmission received by the sender), three (3) business days after being sent by certified mail, postage prepaid, return receipt requested or one (1) business day after being delivered to a nationally recognized overnight courier with next day delivery specified to the parties at the following addresses (or at such other address for a party as shall be specified by like notice): Company: Sirius XM Holdings Inc., 1221 Avenue of the Americas, 36th Floor, New York, New York 10020, Attention: General Counsel; and Executive: Address on file at the office of the Company. Notices sent by email or other electronic means not specifically authorized by this Agreement shall not be effective for any purpose of this Agreement.

13. Binding Effect. This Agreement has been duly executed and delivered by the Company and constitutes the legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms.

14. Amendment. The rights of the Executive hereunder may not be impaired by any amendment, alteration, suspension, discontinuance or termination of the Plan or this Agreement without the Executive's consent.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

SIRIUS XM HOLDINGS INC.

By: Exhibit A  
Dara F. Altman  
Executive Vice President and  
Chief Administrative Officer

Exhibit A  
JOSEPH A. VERBRUGGE

THE RSUs HAVE NOT BEEN REGISTERED UNDER STATE OR FEDERAL SECURITIES LAWS. THE RSUs MAY NOT BE TRANSFERRED EXCEPT BY WILL OR UNDER THE LAWS OF DESCENT AND DISTRIBUTION.

SIRIUS XM HOLDINGS INC.  
2015 LONG-TERM STOCK INCENTIVE PLAN

RESTRICTED STOCK UNIT AGREEMENT

This RESTRICTED STOCK UNIT AGREEMENT (this "Agreement"), dated December 11, 2015 (the "Date of Grant"), is between SIRIUS XM HOLDINGS INC., a Delaware corporation (the "Company"), and JOSEPH A. VERBRUGGE (the "Executive").

1. Grant of RSUs. Subject to the terms and conditions of this Agreement, the Sirius XM Holdings Inc. 2015 Long-Term Stock Incentive Plan (the "Plan"), and the Employment Agreement, dated as of December 11, 2015, between Sirius XM Radio Inc. ("Sirius XM") and the Executive (the "Employment Agreement"), the Company hereby grants \_\_\_\_\_ (\_\_\_\_\_) restricted share units ("RSUs") to the Executive. Each RSU represents the unfunded, unsecured right of the Executive to receive one share of common stock, par value \$.001 per share, of the Company (each, a "Share") on the dates specified in this Agreement. Capitalized terms not otherwise defined herein shall have the same meanings as in the Plan.

2. Dividends. If on any date while RSUs are outstanding the Company shall pay any dividend on the Shares (other than a dividend payable in Shares), the number of RSUs granted to the Executive shall, as of the record date for such dividend payment, be increased by a number of RSUs equal to: (a) the product of (x) the number of RSUs held by the Executive as of such record date, multiplied by (y) the per Share amount of any cash dividend (or, in the case of any dividend payable, in whole or in part, other than in cash, the per Share value of such dividend, as determined in good faith by the Company), divided by (b) the average closing price of a Share on the Nasdaq Global Select Market on the twenty (20) trading days preceding, but not including, such record date. In the case of any dividend declared on Shares that is payable in the form of Shares, the number of RSUs granted to the Executive shall be increased by a number equal to the product of (1) the aggregate number of RSUs held by the Executive on the record date for such dividend, multiplied by (2) the number of Shares (including any fraction thereof) payable as a dividend on a Share. In the case of any other change in the Shares occurring after the date hereof, the number of RSUs shall be adjusted as set forth in Section 4(b) of the Plan.

3. No Rights of a Stockholder. The Executive shall not have any rights as a stockholder of the Company until the Shares have been registered in the Company's register of stockholders. For purposes of clarity, once an RSU vests and a Share is issued to the Executive pursuant to Section 4, such RSU is no longer considered an RSU for purposes of this Agreement.

4. Issuance of Shares subject to RSUs. (a) Subject to the terms of this Agreement and/or the Plan, the Company shall issue, or cause there to be transferred, to the Executive (or the Executive's beneficiary in the case of death) on each of the first (1<sup>st</sup>), second (2<sup>nd</sup>), and third

(3<sup>rd</sup>) anniversaries of the Date of Grant (or if such date is not a business day, then on the next succeeding business day), a number Shares equal to one-third (1/3) the number of RSUs granted to the Executive under this Agreement; provided that no Shares shall be issued to the Executive on any anniversary (or on any succeeding business day) if the Executive is not employed by Sirius XM on such date.

(b) If the Executive's employment with Sirius XM terminates for any reason, the RSUs shall immediately terminate without consideration; provided that if the Executive's employment with Sirius XM terminates due to death or "Disability" (as defined in the Employment Agreement), by Sirius XM without "Cause" (as defined in the Employment Agreement), or by the Executive for "Good Reason" (as defined in the Employment Agreement), the unvested portion of the RSUs, to the extent not previously settled, cancelled or forfeited, shall immediately become vested and the Company shall issue, or cause there to be transferred, to the Executive (or to the Executive's estate in the case of death) the amount of Shares equal to the number of RSUs granted to the Executive under this Agreement (to the extent not previously transferred, cancelled or forfeited), as adjusted pursuant to Section 2 above, if applicable. The foregoing condition that the Executive be an employee of Sirius XM shall, in the event of the termination of the Executive's employment with Sirius XM due to death or Disability, or by Sirius XM without Cause or by the Executive for Good Reason, be waived by the Company provided that the Executive (or the Executive's estate in the case of death) executes a release acceptable to the Company.

5. Change of Control. In the event of a Change of Control, the RSUs shall be governed by the terms of the Plan; provided that any transactions between the Company, Sirius XM and/or any of their respective subsidiaries, on the one hand, and Liberty Media Corporation, any Qualified Distribution Transferee (as defined in the Investment Agreement, dated as of February 17, 2009, between the Company and Liberty Radio LLC, as amended) and/or any of their respective subsidiaries, on the other hand, shall not constitute a Change of Control under the Plan.

6. Non-transferable. The RSUs may not be transferred, assigned, pledged or hypothecated in any manner (whether by operation of law or otherwise) other than by will or by the applicable laws of descent and distribution, and shall not be subject to execution, attachment or similar process. Any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of RSUs or of any right or privilege conferred hereby shall be null and void.

7. Withholding. Prior to delivery of the Shares pursuant to this Agreement, the Company shall determine the amount of any United States federal, state and local income taxes, if any, which are required to be withheld under applicable law and shall, as a condition of delivery of certificates representing the Shares pursuant to this Agreement, collect from the Executive the amount of any such tax to the extent not previously withheld in any manner permitted by the Plan.

8. Rights of the Executive. Neither this Agreement nor the RSUs shall confer upon the Executive any right to, or guarantee of, continued employment by Sirius XM, or in any way limit the right of Sirius XM to terminate the Executive's employment at any time, subject to the terms

of any written employment or similar written agreement between or among the Company, Sirius XM and the Executive.

9. Professional Advice. The acceptance of the RSUs may have consequences under federal and state tax and securities laws that may vary depending upon the individual circumstances of the Executive. Accordingly, the Executive acknowledges that the Executive has been advised to consult the Executive's personal legal and tax advisors in connection with this Agreement and the RSUs.

10. Agreement Subject to the Plan. This Agreement and the RSUs are subject to the terms and conditions set forth in the Plan, which terms and conditions are incorporated herein by reference. The Executive acknowledges that a copy of the Plan is posted on Sirius XM's intranet site and the Executive agrees to review it and comply with its terms. This Agreement, the Employment Agreement and the Plan constitute the entire understanding between or among the Company, Sirius XM and the Executive with respect to the RSUs.

11. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, and shall bind and inure to the benefit of the heirs, executors, personal representatives, successors and assigns of the parties hereto. **The parties hereby irrevocably and unconditionally consent to submit to the exclusive jurisdiction of the state and federal courts located in the Borough of Manhattan, State of New York, and expressly waive the right to a jury trial, for any actions, suits or proceedings arising out of or relating to this Agreement.**

12. Notices. All notices and other communications hereunder shall be in writing and shall be deemed given when delivered personally or when telecopied (with confirmation of transmission received by the sender), three (3) business days after being sent by certified mail, postage prepaid, return receipt requested or one (1) business day after being delivered to a nationally recognized overnight courier with next day delivery specified to the parties at the following addresses (or at such other address for a party as shall be specified by like notice): Company: Sirius XM Holdings Inc., 1221 Avenue of the Americas, 36th Floor, New York, New York 10020, Attention: General Counsel; and Executive: Address on file at the office of the Company. Notices sent by email or other electronic means not specifically authorized by this Agreement shall not be effective for any purpose of this Agreement.

13. Binding Effect. This Agreement has been duly executed and delivered by the Company and constitutes the legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms.

14. Amendment. The rights of the Executive hereunder may not be impaired by any amendment, alteration, suspension, discontinuance or termination of the Plan or this Agreement without the Executive's consent.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

SIRIUS XM HOLDINGS INC.

By: Exhibit B  
Dara F. Altman  
Executive Vice President and  
Chief Administrative Officer

Exhibit B  
JOSEPH A. VERBRUGGE

**SIRIUS XM HOLDINGS INC.**  
**SUBSIDIARIES**

Sirius XM Radio Inc.

Satellite CD Radio LLC

Sirius XM Connected Vehicle Services Inc.

Sirius XM Connected Vehicle Services Holdings Inc.

SXM CVS Canada Inc.

XM Email Inc.

XM 1500 Eckington LLC

XM Investment LLC

XM Radio LLC

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Sirius XM Holdings Inc.:

We consent to the incorporation by reference in the registration statements (No. 333-179600, No. 333-160386, No. 333-159206, No. 333-152574, No. 333-204302, and No. 333-205409) on Form S-8 of Sirius XM Holdings Inc. of our reports dated February 2, 2016, with respect to the consolidated balance sheets of Sirius XM Holdings Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, stockholders' (deficit) equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2015, which reports appear in the December 31, 2015 annual report on Form 10-K of Sirius XM Holdings Inc.

/s/ KPMG LLP

New York, New York  
February 2, 2016

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, James E. Meyer, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2015 of Sirius XM Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ JAMES E. MEYER

**James E. Meyer**  
**Chief Executive Officer**  
**(Principal Executive Officer)**

February 2, 2016

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, David J. Frear, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2015 of Sirius XM Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ DAVID J. FREAR

**David J. Frear**  
**Senior Executive Vice President and**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

February 2, 2016

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY  
ACT OF 2002**

In connection with the Annual Report of Sirius XM Holdings Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James E. Meyer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ JAMES E. MEYER  
**James E. Meyer**  
**Chief Executive Officer**  
**(Principal Executive Officer)**

February 2, 2016

*A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.*

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY  
ACT OF 2002**

In connection with the Annual Report of Sirius XM Holdings Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David J. Frear, Senior Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ DAVID J. FREAR  
**David J. Frear**  
**Senior Executive Vice President and**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

February 2, 2016

*A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.*