

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

FORM 10-Q

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2022
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)

38-3916511
(I.R.S. Employer Identification No.)

1221 Avenue of the Americas, 35th Floor, New York, NY
(Address of Principal Executive Offices)
10020
(Zip Code)

Registrant's telephone number, including area code: (212) 584-5100
Former name, former address and former fiscal year, if changed since last report: Not Applicable
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common stock, \$0.001 par value	SIRI	The Nasdaq Stock Market LLC

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 every Interactive Data File required to be submitted 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 such files). Yes No

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

(Class)	(Outstanding as of July 26, 2022)
Common stock, \$0.001 par value	3,894,220,452 shares

SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES
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SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

<i>(in millions, except per share data)</i>	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Revenue:				
Subscriber revenue	\$ 1,719	\$ 1,641	\$ 3,432	\$ 3,252
Advertising revenue	452	429	835	783
Equipment revenue	45	51	98	108
Other revenue	37	38	75	74
Total revenue	2,253	2,159	4,440	4,217
Operating expenses:				
Cost of services:				
Revenue share and royalties	711	662	1,381	1,303
Programming and content	153	136	292	265
Customer service and billing	125	128	251	244
Transmission	54	52	106	101
Cost of equipment	3	4	6	9
Subscriber acquisition costs	91	89	181	175
Sales and marketing	285	240	557	456
Engineering, design and development	72	65	139	130
General and administrative	127	130	250	251
Depreciation and amortization	135	131	270	263
Impairment, restructuring and acquisition costs	1	(136)	1	108
Total operating expenses	1,757	1,501	3,434	3,305
Income from operations	496	658	1,006	912
Other (expense) income:				
Interest expense	(104)	(103)	(206)	(203)
Other (expense) income	(4)	5	(2)	8
Total other (expense) income	(108)	(98)	(208)	(195)
Income before income taxes	388	560	798	717
Income tax expense	(96)	(127)	(197)	(65)
Net income	\$ 292	\$ 433	\$ 601	\$ 652
Foreign currency translation adjustment, net of tax	(10)	7	(2)	12
Total comprehensive income	\$ 282	\$ 440	\$ 599	\$ 664
Net income per common share:				
Basic	\$ 0.07	\$ 0.11	\$ 0.15	\$ 0.16
Diluted	\$ 0.07	\$ 0.10	\$ 0.15	\$ 0.16
Weighted average common shares outstanding:				
Basic	3,928	4,079	3,938	4,108
Diluted	4,005	4,163	4,016	4,193

See accompanying notes to the unaudited consolidated financial statements.

SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in millions, except per share data)

ASSETS	June 30, 2022 (unaudited)	December 31, 2021
Current assets:		
Cash and cash equivalents	\$ 126	\$ 191
Receivables, net	660	722
Related party current assets	19	21
Prepaid expenses and other current assets	328	246
Total current assets	1,133	1,180
Property and equipment, net	1,467	1,450
Intangible assets, net	3,128	3,186
Goodwill	3,249	3,151
Related party long-term assets	527	526
Deferred tax assets	200	200
Operating lease right-of-use assets	336	358
Other long-term assets	230	223
Total assets	\$ 10,270	\$ 10,274
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,219	\$ 1,299
Accrued interest	164	173
Current portion of deferred revenue	1,432	1,454
Operating lease current liabilities	49	49
Related party current liabilities	20	5
Total current liabilities	2,884	2,980
Long-term deferred revenue	87	97
Long-term debt	9,866	8,832
Deferred tax liabilities	539	478
Operating lease liabilities	333	362
Other long-term liabilities	140	150
Total liabilities	13,849	12,899
Commitments and contingencies (Note 15)		
Stockholders' equity (deficit):		
Common stock, par value \$0.001 per share; 9,000 shares authorized; 3,909 and 3,968 shares issued; 3,908 and 3,967 shares outstanding at June 30, 2022 and December 31, 2021, respectively	4	4
Accumulated other comprehensive income, net of tax	13	15
Additional paid-in capital	—	—
Treasury stock, at cost; 1 shares of common stock at June 30, 2022 and December 31, 2021	(10)	(8)
Accumulated deficit	(3,586)	(2,636)
Total stockholders' equity (deficit)	(3,579)	(2,625)
Total liabilities and stockholders' equity (deficit)	\$ 10,270	\$ 10,274

See accompanying notes to the unaudited consolidated financial statements.

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

For the Six Months Ended June 30, 2022

<i>(in millions)</i>	Common Stock		Accumulated Other Comprehensive Income (loss)	Additional Paid-in Capital	Treasury Stock		Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount			Shares	Amount		
Balance at December 31, 2021	3,968	\$ 4	\$ 15	\$ —	1	\$ (8)	\$ (2,636)	\$ (2,625)
Cumulative effect of change in accounting principles	—	—	—	—	—	—	(14)	(14)
Comprehensive (loss) income, net of tax	—	—	(2)	—	—	—	601	599
Share-based payment expense	—	—	—	101	—	—	—	101
Exercise of stock options and vesting of restricted stock units	8	—	—	—	—	—	—	—
Withholding taxes on net share settlement of stock-based compensation	—	—	—	(39)	—	—	—	(39)
Capital contribution related to Tax Sharing Agreement with Liberty Media	—	—	—	—	—	—	(25)	(25)
Cash dividends paid on common stock, \$0.293923 per share	—	—	—	(62)	—	—	(1,097)	(1,159)
Common stock repurchased	—	—	—	—	67	(417)	—	(417)
Common stock retired	(67)	—	—	—	(67)	415	(415)	—
Balance at June 30, 2022	<u>3,909</u>	<u>\$ 4</u>	<u>\$ 13</u>	<u>\$ —</u>	<u>1</u>	<u>\$ (10)</u>	<u>\$ (3,586)</u>	<u>\$ (3,579)</u>

See accompanying notes to the unaudited consolidated financial statements.

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

For the Three Months Ended June 30, 2022

<i>(in millions)</i>	Common Stock		Accumulated Other Comprehensive Income (loss)	Additional Paid-in Capital	Treasury Stock		Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount			Shares	Amount		
Balance at March 31, 2022	3,940	\$ 4	\$ 23	\$ —	—	\$ (2)	\$ (3,612)	\$ (3,587)
Comprehensive (loss) income, net of tax	—	—	(10)	—	—	—	292	282
Share-based payment expense	—	—	—	51	—	—	—	51
Exercise of stock options and vesting of restricted stock units	3	—	—	—	—	—	—	—
Withholding taxes on net share settlement of stock-based compensation	—	—	—	(10)	—	—	—	(10)
Capital contribution related to Tax Sharing Agreement with Liberty Media	—	—	—	—	—	—	(12)	(12)
Cash dividends paid on common stock, \$0.0219615 per share	—	—	—	(41)	—	—	(45)	(86)
Common stock repurchased	—	—	—	—	35	(217)	—	(217)
Common stock retired	(34)	—	—	—	(34)	209	(209)	—
Balance at June 30, 2022	<u>3,909</u>	<u>\$ 4</u>	<u>\$ 13</u>	<u>\$ —</u>	<u>1</u>	<u>\$ (10)</u>	<u>\$ (3,586)</u>	<u>\$ (3,579)</u>

See accompanying notes to the unaudited consolidated financial statements.

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

For the Six Months Ended June 30, 2021

<i>(in millions)</i>	Common Stock		Accumulated Other Comprehensive Income	Additional Paid-in Capital	Treasury Stock		Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount			Shares	Amount		
Balance at December 31, 2020	4,176	\$ 4	\$ 15	\$ —	3	\$ (19)	\$ (2,285)	\$ (2,285)
Comprehensive income, net of tax	—	—	12	—	—	—	652	664
Share-based payment expense	—	—	—	104	—	—	—	104
Exercise of stock options and vesting of restricted stock units	23	—	—	6	—	—	—	6
Withholding taxes on net share settlement of stock-based compensation	—	—	—	(43)	—	—	—	(43)
Cash dividends paid on common stock, \$0.029282 per share	—	—	—	(71)	—	—	(50)	(121)
Issuance of restricted stock in connection with business acquisition	—	—	—	4	—	—	—	4
Common stock repurchased	—	—	—	—	138	(844)	—	(844)
Common stock retired	(140)	—	—	—	(140)	856	(856)	—
Balance at June 30, 2021	<u>4,059</u>	<u>\$ 4</u>	<u>\$ 27</u>	<u>\$ —</u>	<u>1</u>	<u>\$ (7)</u>	<u>\$ (2,539)</u>	<u>\$ (2,515)</u>

See accompanying notes to the unaudited consolidated financial statements.

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

For the Three Months Ended June 30, 2021

<i>(in millions)</i>	Common Stock		Accumulated Other Comprehensive Income	Additional Paid-in Capital	Treasury Stock		Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount			Shares	Amount		
Balance at March 31, 2021	4,107	\$ 4	\$ 20	\$ —	2	\$ (13)	\$ (2,614)	\$ (2,603)
Comprehensive income, net of tax	—	—	7	—	—	—	433	440
Share-based payment expense	—	—	—	49	—	—	—	49
Exercise of stock options and vesting of restricted stock units	6	—	—	6	—	—	—	6
Withholding taxes on net share settlement of stock-based compensation	—	—	—	(23)	—	—	—	(23)
Cash dividends paid on common stock, \$0.014641 per share	—	—	—	(36)	—	—	(24)	(60)
Issuance of restricted stock in connection with business acquisition	—	—	—	4	—	—	—	4
Common stock repurchased	—	—	—	—	53	(328)	—	(328)
Common stock retired	(54)	—	—	—	(54)	334	(334)	—
Balance at June 30, 2021	4,059	\$ 4	\$ 27	\$ —	1	\$ (7)	\$ (2,539)	\$ (2,515)

See accompanying notes to the unaudited consolidated financial statements.

SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<i>(in millions)</i>	For the Six Months Ended June 30,	
	2022	2021
Cash flows from operating activities:		
Net income	\$ 601	\$ 652
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	270	263
Non cash impairment and restructuring costs	—	245
Non-cash interest expense, net of amortization of premium	9	10
Provision for doubtful accounts	29	24
(Gain) loss on unconsolidated entity investments, net	(3)	3
Dividend received from unconsolidated entity investment	—	1
Loss (gain) on other investments	9	(4)
Share-based payment expense	92	98
Deferred income tax expense	60	37
Amortization of right-of-use assets	21	28
Changes in operating assets and liabilities:		
Receivables	35	(11)
Related party, net	1	11
Prepaid expenses and other current assets	(83)	(136)
Other long-term assets	6	(4)
Accounts payable and accrued expenses	(81)	(99)
Accrued interest	(9)	(1)
Deferred revenue	(32)	(145)
Operating lease liabilities	(30)	(26)
Other long-term liabilities	(7)	(18)
Net cash provided by operating activities	888	928
Cash flows from investing activities:		
Additions to property and equipment	(196)	(164)
Sale (purchases) of other investments	1	(3)
Acquisition of business, net of cash acquired	(137)	(14)
Investments in related parties and other equity investees	(1)	(11)
Repayment from related party	—	2
Net cash used in investing activities	(333)	(190)
Cash flows from financing activities:		
Proceeds from exercise of stock options	—	6
Taxes paid from net share settlements for stock-based compensation	(39)	(43)
Revolving credit facility, net	510	(649)
Proceeds from long-term borrowings, net of costs	499	1,976
Principal payments of long-term borrowings	(2)	(2)
Payment of contingent consideration for business acquisition	(3)	—
Distribution to parent related to Tax Sharing Agreement	(11)	—
Common stock repurchased and retired	(415)	(856)
Dividends paid	(1,159)	(121)
Net cash (used in) provided by financing activities	(620)	311
Net (decrease) increase in cash, cash equivalents and restricted cash	(65)	1,049
Cash, cash equivalents and restricted cash at beginning of period ⁽¹⁾	199	83
Cash, cash equivalents and restricted cash at end of period ⁽¹⁾	\$ 134	\$ 1,132

See accompanying notes to the unaudited consolidated financial statements.

SIRIUS XM HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued
(UNAUDITED)

<i>(in millions)</i>	For the Six Months Ended June 30,	
	2022	2021
Supplemental Disclosure of Cash and Non-Cash Flow Information		
Cash paid during the period for:		
Interest, net of amounts capitalized	\$ 205	\$ 193
Income taxes paid	\$ 145	\$ 34
Non-cash investing and financing activities:		
Capital lease obligations incurred to acquire assets	\$ 3	\$ —
Treasury stock not yet settled	\$ (2)	\$ 12
Accumulated other comprehensive (loss) income, net of tax	\$ (2)	\$ 12
Capital contribution pursuant to Tax Sharing Agreement	\$ 14	\$ —

(1) The following table reconciles cash, cash equivalents and restricted cash per the statement of cash flows to the balance sheet. The restricted cash balances are primarily due to letters of credit which have been issued to the landlords of leased office space. The terms of the letters of credit primarily extend beyond one year.

<i>(in millions)</i>	June 30, 2022	December 31, 2021	June 30, 2021	December 31, 2020
Cash and cash equivalents	\$ 126	\$ 191	\$ 1,124	\$ 71
Restricted cash included in Other long-term assets	8	8	8	12
Total cash, cash equivalents and restricted cash at end of period	\$ 134	\$ 199	\$ 1,132	\$ 83

See accompanying notes to the unaudited consolidated financial statements.

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

(1) Business & Basis of Presentation

This Quarterly Report on Form 10-Q presents information for Sirius XM Holdings Inc. and its subsidiaries (collectively “Holdings”). The terms “Holdings,” “we,” “us,” “our,” and “our company” as used herein, and unless otherwise stated or indicated by context, refer to Sirius XM Holdings Inc. and its subsidiaries. “Sirius XM” refers to our wholly owned subsidiary Sirius XM Radio Inc. and its subsidiaries. “Pandora” refers to Sirius XM’s wholly owned subsidiary Pandora Media, LLC and its subsidiaries. Holdings has no operations independent of Sirius XM and Pandora.

Business

We operate two complementary audio entertainment businesses - one of which we refer to as “SiriusXM” and the second of which we refer to as “Pandora and Off-platform”.

Sirius XM

Our Sirius XM business features music, sports, entertainment, comedy, talk, news, traffic and weather channels and other content, as well as podcasts and infotainment services, in the United States on a subscription fee basis. Sirius XM packages include live, curated and certain exclusive and on demand programming. The Sirius XM service is distributed through our two proprietary satellite radio systems and streamed via applications for mobile devices, home devices and other consumer electronic equipment. Satellite radios are primarily distributed through automakers, retailers and our website. Our Sirius XM service is also available through our in-car user interface, which we call “360L,” that combines our satellite and streaming services into a single, cohesive in-vehicle entertainment experience.

The primary source of revenue from our Sirius XM business is subscription fees, with most of our customers subscribing to monthly, quarterly, semi-annual or annual plans. We also derive revenue from advertising on select non-music channels, which is sold under the SXM Media brand, direct sales of our satellite radios and accessories, and other ancillary services. As of June 30, 2022, our Sirius XM business had approximately 34.0 million subscribers.

In addition to our audio entertainment businesses, we provide connected vehicle services to several automakers. These services are designed to enhance the safety, security and driving experience of consumers. We also offer a suite of data services that includes graphical weather, fuel prices, sports schedules and scores and movie listings, a traffic information service that includes information as to road closings, traffic flow and incident data to consumers with compatible in-vehicle navigation systems, and real-time weather services in vehicles, boats and planes.

Sirius XM also holds a 70% equity interest and 33% voting interest in Sirius XM Canada Holdings Inc. (“Sirius XM Canada”). Sirius XM Canada’s subscribers are not included in our subscriber count or subscriber-based operating metrics.

Pandora and Off-platform

Pandora operates a music and podcast streaming discovery platform, offering a personalized experience for each listener wherever and whenever they want to listen, whether through computers, tablets, mobile devices, vehicle speakers or connected devices. Pandora enables listeners to create personalized stations and playlists, discover new content, hear artist- and expert-curated playlists, podcasts and select Sirius XM content as well as search and play songs and albums on-demand. Pandora is available as (1) an ad-supported radio service, (2) a radio subscription service (Pandora Plus) and (3) an on-demand subscription service (Pandora Premium). As of June 30, 2022, Pandora had approximately 6.3 million subscribers.

The majority of revenue from Pandora is generated from advertising on our Pandora ad-supported radio service which is sold under the SXM Media brand. We also derive subscription revenue from our Pandora Plus and Pandora Premium subscribers.

We also sell advertising on other audio platforms and in widely distributed podcasts, which we consider to be off-platform services. We have an arrangement with SoundCloud Holdings, LLC (“SoundCloud”) to be its exclusive ad sales representative in the US and certain European countries and are able to offer advertisers the ability to execute campaigns across the Pandora and SoundCloud platforms. We also have arrangements to serve as the ad sales representative for certain podcasts.

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

In addition, through AdsWizz Inc., we provide a comprehensive digital audio and programmatic advertising technology platform, which connects audio publishers and advertisers with a variety of ad insertion, campaign trafficking, yield optimization, programmatic buying, marketplace and podcast monetization solutions.

Liberty Media

As of June 30, 2022, Liberty Media Corporation (“Liberty Media”) beneficially owned, directly and indirectly, approximately 82% 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. Refer to Note 11 for more information regarding related parties.

Basis of Presentation

The accompanying unaudited consolidated financial statements of Holdings 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 and footnotes have been reclassified or consolidated to conform to our current period presentation.

In the opinion of our management, all normal recurring adjustments necessary for a fair presentation of our unaudited consolidated financial statements as of June 30, 2022 and for the three and six months ended June 30, 2022 and 2021 have been made.

Interim results are not necessarily indicative of the results that may be expected for a full year. This Quarterly Report on Form 10-Q should be read together with our Annual Report on Form 10-K for the year ended December 31, 2021, which was filed with the SEC on February 1, 2022.

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 maker in deciding how to allocate resources to an individual segment and in assessing performance of the segment. We have determined that we have two reportable segments as our chief operating decision maker, our Chief Executive Officer, assesses performance and allocates resources based on the financial results of these segments. Refer to Note 17 for information related to our segments.

We have evaluated events subsequent to the balance sheet date and prior to the filing of this Quarterly Report on Form 10-Q for the three and six months ended June 30, 2022 and have determined that no events have occurred that would require adjustment to our unaudited consolidated financial statements. For a discussion of subsequent events that do not require adjustment to our unaudited 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 unaudited consolidated financial statements include asset impairment, depreciable lives of our satellites, share-based payment expense and income taxes.

(2) Summary of Significant Accounting Policies

Fair Value Measurements

For assets and liabilities required to be reported at fair value, GAAP provides a hierarchy that prioritizes inputs to valuation techniques used to measure fair value into three broad levels. Level 1 inputs are based on unadjusted quoted prices in active markets for identical instruments. Level 2 inputs are inputs, other than quoted market prices included within Level 1, that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. As of June 30, 2022 and December 31, 2021, the carrying amounts of cash and cash equivalents, receivables and accounts payable approximated fair value due to the short-term nature of these instruments.

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

Our liabilities measured at fair value were as follows:

	June 30, 2022				December 31, 2021			
	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value
Liabilities:								
Debt ^(a)	—	\$ 8,793	—	\$ 8,793	—	\$ 9,052	—	\$ 9,052

(a) The fair value for non-publicly traded debt is based upon estimates from a market maker and brokerage firm. Refer to Note 12 for information related to the carrying value of our debt as of June 30, 2022 and December 31, 2021.

Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income of \$13 was primarily comprised of the cumulative foreign currency translation adjustments related to our investment in and loan to Sirius XM Canada (refer to Note 11 for additional information). During the three and six months ended June 30, 2022, we recorded foreign currency translation adjustment loss of \$10 and \$2, respectively, net of tax benefit of \$4 and \$1, respectively. During the three and six months ended June 30, 2021, we recorded foreign currency translation adjustment income of \$7 and \$12, respectively, net of tax expense of \$2 and \$4, respectively.

Recently Adopted Accounting Policies

Accounting Standard Update (“ASU”) 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40). In August 2020, the Financial Accounting Standards Board (“FASB”) issued ASU 2020-06 which removes the separation models for convertible debt with cash conversion or beneficial conversion features. ASU 2020-06 also requires the application of the if-converted method for calculating diluted earnings per share as the treasury stock method will no longer be permitted for convertible instruments. During the three months ended March 31, 2022, we adopted ASU 2020-06 as of January 1, 2022 using the modified retrospective approach and recorded a \$14 increase to the carrying value of Pandora’s 1.75% Convertible Senior Notes due 2023 and a corresponding increase to our accumulated deficit. The adoption of ASU 2020-06 did not have a material impact on our diluted earnings per share.

(3) Acquisitions

On May 20, 2022, we completed an acquisition for total cash consideration of \$93. We recognized goodwill of \$69, indefinite-lived intangible assets of \$1 and other assets of \$23. The other assets represent acquired content which will be amortized over its estimated useful life to Programming and content in our unaudited consolidated statements of comprehensive income.

On January 12, 2022, we completed an acquisition for total cash consideration of \$4. We recognized goodwill of \$29, other definite-lived intangible assets of \$19 and liabilities of \$4.

On April 23, 2021, we completed an acquisition for total consideration of \$7 which included \$20 in cash, a \$3 deferred cash payment and \$4 in restricted stock units. We recognized goodwill of \$23 and other assets of \$5.

Acquisition related costs for the three and six months ended June 30, 2022 were \$1 and \$3, respectively. Acquisition related costs of \$3 were recognized for the three and six months ended June 30, 2021.

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(4) Restructuring Costs

No restructuring costs were recognized during the three and six months ended June 30, 2022.

There were no restructuring charges recorded during the three months ended June 30, 2021. During the six months ended June 30, 2021, we evaluated our office space needs and, as a result of such analysis, surrendered certain office leases primarily in New York, New York and Oakland, California. We assessed the recoverability of the carrying value of the operating lease right of use assets related to these locations. Based on that assessment, the carrying values of the assets were not recoverable, and we recorded an impairment of \$18 to reduce the carrying value of the assets to their fair values. Additionally, we accrued expenses of \$6 for which we will not recognize any future economic benefits and wrote off leasehold improvements of \$1. The fair values of the assets were determined using a discounted cash flow model based on management's assumptions regarding the ability to sublease the locations and the remaining term of the leases. The total charge of \$25 was recorded to Impairment, restructuring and acquisition costs in our unaudited consolidated statements of comprehensive income for the six months ended June 30, 2021.

(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 (stock options, restricted stock units and convertible debt) were exercised or converted into common stock, calculated using the treasury stock method. We had no participating securities during the three and six months ended June 30, 2022 and 2021.

Common stock equivalents of 84 and 96 for the three months ended June 30, 2022 and 2021, respectively, and 81 and 93 for the six months ended June 30, 2022 and 2021, respectively, were excluded from the calculation of diluted net income per common share as the effect would have been anti-dilutive.

	For The Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Numerator:				
Net Income available to common stockholders for basic net income per common share	\$ 292	\$ 433	\$ 601	\$ 652
Effect of interest on assumed conversions of convertible notes, net of tax	1	2	3	4
Net Income available to common stockholders for dilutive net income per common share	\$ 293	\$ 435	\$ 604	\$ 656
Denominator:				
Weighted average common shares outstanding for basic net income per common share	3,928	4,079	3,938	4,108
Weighted average impact of assumed convertible notes	31	30	31	30
Weighted average impact of dilutive equity instruments	46	54	47	55
Weighted average shares for diluted net income per common share	4,005	4,163	4,016	4,193
Net income per common share:				
Basic	\$ 0.07	\$ 0.11	\$ 0.15	\$ 0.16
Diluted	\$ 0.07	\$ 0.10	\$ 0.15	\$ 0.16

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(6) Receivables, net

Receivables, net, includes customer accounts receivable, receivables from distributors and other receivables. We do not have any customer receivables that individually represent more than ten percent of our receivables.

Customer accounts receivable, net, includes receivables from our subscribers and advertising customers, including advertising agencies and other 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, industry experience 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 unaudited consolidated statements of comprehensive income.

Receivables from distributors primarily include billed and unbilled amounts due from automakers 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 automakers or other third parties and do not expect issues in the foreseeable future.

Receivables, net, consists of the following:

	June 30, 2022	December 31, 2021
Gross customer accounts receivable	\$ 586	\$ 636
Allowance for doubtful accounts	(11)	(10)
Customer accounts receivable, net	\$ 575	\$ 626
Receivables from distributors	55	62
Other receivables	30	34
Total receivables, net	<u>\$ 660</u>	<u>\$ 722</u>

(7) 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 two reporting units 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 a reporting unit below its carrying amount. ASC 350, *Intangibles - Goodwill and Other*, states that an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. ASC 350 also states that a reporting unit with a zero or negative carrying amount is not required to perform a qualitative assessment. Our Sirius XM reporting unit, which has an allocated goodwill balance of \$2,290, had a negative carrying amount as of June 30, 2022.

As of June 30, 2022, there were no indicators of impairment, and no impairment losses were recorded for goodwill during the three and six months ended June 30, 2022 and 2021. As of June 30, 2022, the cumulative balance of goodwill impairments recorded was \$5,722, of which \$4,766 was recognized during the year ended December 31, 2020 and is included in the carrying amount of the goodwill allocated to our Sirius XM reporting unit and \$956 was recognized during the year ended December 31, 2020 and is included in the carrying amount of the goodwill allocated to our Pandora and Off-platform reporting unit.

As of June 30, 2022, the carrying amount of goodwill for our Sirius XM and Pandora and Off-platform reporting units was \$2,290 and \$959, respectively. During the six months ended June 30, 2022, we recorded \$98 of goodwill related to acquisitions which were recorded to our Pandora and Off-platform reporting unit. Refer to Note 3 for information regarding these acquisitions. As of December 31, 2021, the carrying amount of goodwill for our Sirius XM and Pandora and Off-platform reporting units was \$2,290 and \$861, respectively.

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(8) Intangible Assets

Our intangible assets include the following:

	Weighted Average Useful Lives	June 30, 2022			December 31, 2021		
		Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Indefinite life intangible assets:							
FCC licenses	Indefinite	\$ 2,084	\$ —	\$ 2,084	\$ 2,084	\$ —	\$ 2,084
Trademarks	Indefinite	250	—	250	250	—	250
Definite life intangible assets:							
OEM relationships	15 years	220	(127)	93	220	(120)	100
Licensing agreements	12 years	45	(45)	—	45	(45)	—
Software and technology	7 years	31	(20)	11	31	(19)	12
Due to Acquisitions recorded to Pandora and Off-platform Reporting Unit:							
Indefinite life intangible assets:							
Trademarks	Indefinite	312	—	312	311	—	311
Definite life intangible assets:							
Customer relationships	8 years	442	(195)	247	441	(164)	277
Software and technology	5 years	391	(260)	131	373	(221)	152
Total intangible assets		<u>\$ 3,775</u>	<u>\$ (647)</u>	<u>\$ 3,128</u>	<u>\$ 3,755</u>	<u>\$ (569)</u>	<u>\$ 3,186</u>

Indefinite Life Intangible Assets

We have identified our FCC licenses and XM and Pandora trademarks 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. Each of the FCC licenses authorizes us to use radio spectrum, a reusable resource that does not deplete or exhaust over time.

Our annual impairment assessment of our identifiable indefinite lived 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. As of June 30, 2022, there were no indicators of impairment, and no impairment loss was recognized for intangible assets with indefinite lives during the three and six months ended June 30, 2022 and 2021.

Definite Life Intangible Assets

Amortization expense for all definite life intangible assets was \$39 and \$38 for the three months ended June 30, 2022 and 2021, respectively, and \$78 and \$77 for the six months ended June 30, 2022 and 2021, respectively. There were no retirements of definite lived intangible assets during the three and six months ended June 30, 2022 and 2021.

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The expected amortization expense for each of the fiscal years 2022 through 2026 and for periods thereafter is as follows:

Years ending December 31,	Amount
2022 (remaining)	\$ 78
2023	144
2024	77
2025	72
2026	71
Thereafter	40
Total definite life intangible assets, net	\$ 482

(9) Property and Equipment

Property and equipment, net, consists of the following:

	June 30, 2022	December 31, 2021
Satellite system	\$ 1,841	\$ 1,841
Terrestrial repeater network	116	116
Leasehold improvements	109	109
Broadcast studio equipment	123	119
Capitalized software and hardware	1,599	1,591
Satellite telemetry, tracking and control facilities	68	67
Furniture, fixtures, equipment and other	90	92
Land	38	38
Building	82	81
Construction in progress	332	156
Total property and equipment	4,398	4,210
Accumulated depreciation	(2,931)	(2,760)
Property and equipment, net	\$ 1,467	\$ 1,450

Construction in progress consists of the following:

	June 30, 2022	December 31, 2021
Satellite system	\$ 116	\$ 64
Terrestrial repeater network	3	1
Capitalized software and hardware	191	78
Other	22	13
Construction in progress	\$ 332	\$ 156

Depreciation expense on property and equipment was \$96 and \$93 for the three months ended June 30, 2022 and 2021, respectively, and \$192 and \$186 for the six months ended June 30, 2022 and 2021, respectively. There were no retirements of property and equipment during the three months ended June 30, 2022. We retired property and equipment of \$3 during the three months ended June 30, 2021 and \$22 and \$8 during the six months ended June 30, 2022 and 2021, respectively.

We capitalize a portion of the interest on funds borrowed to finance the construction and launch of our satellites. Capitalized interest is recorded as part of the asset's cost and depreciated over the satellite's useful life. Capitalized interest costs were \$1 and \$2 for the three months ended June 30, 2022 and 2021, respectively, and \$2 and \$5 for the six months ended June 30, 2022 and 2021, respectively, which related to the construction of our satellites. We also capitalize a portion of share-based compensation related to employee time for capitalized software projects. Capitalized share-based compensation costs

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were \$4 and \$3 for the three months ended June 30, 2022 and 2021, respectively, and \$9 and \$6 for the six months ended June 30, 2022 and 2021, respectively.

Satellites

As of June 30, 2022, we operated a fleet of six satellites. Each satellite requires an FCC license, and prior to the expiration of each license, we are required to apply for a renewal of the FCC satellite license. The renewal and extension of our licenses is reasonably certain at minimal cost, which is expensed as incurred. The chart below provides certain information on our satellites as of June 30, 2022:

Satellite Description	Year Delivered	Estimated End of Depreciable Life	FCC License Expiration Year
SIRIUS FM-5	2009	2024	2025
SIRIUS FM-6	2013	2028	2022 ^(a)
XM-3	2005	2020	2026
XM-4	2006	2021	2022 ^(a)
XM-5	2010	2025	2026
SXM-8	2021	2036	2029

(a) We expect to file an application with the FCC to extend the licenses for our SIRIUS FM-6 and XM-4 satellites during the quarter ended September 30, 2022 and expect it to be granted routinely.

During the three months ended March 31, 2021, we recorded an impairment charge of \$20 to Impairment, restructuring and acquisition costs in our unaudited consolidated statements of comprehensive income related to the total loss of the SXM-7 satellite. We procured insurance for SXM-7 to cover the risks associated with the satellite's launch and first year of in-orbit operation. During the three and six months ended June 30, 2021, we recorded insurance recoveries of \$140 which have been recorded as a reduction to Impairment, restructuring and acquisition costs in our unaudited consolidated statements of comprehensive income. The aggregate coverage under the insurance policies with respect to SXM-7 was \$225, all of which was collected during the year ended December 31, 2021.

Our SXM-8 satellite was successfully launched into a geostationary orbit on June 6, 2021 and was placed into service on September 8, 2021 following the completion of in-orbit testing. Our SXM-8 satellite replaced our XM-3 satellite. During the six months ended June 30, 2022, we replaced our XM-4 satellite with our XM-5 satellite. Our XM-3 and our XM-4 satellites remain available as in-orbit spares.

(10) Leases

We have operating and finance leases for offices, terrestrial repeaters, data centers and certain equipment. Our leases have remaining lease terms of less than 1 year to 20 years, some of which may include options to extend the leases for up to 5 years, and some of which may include options to terminate the leases within 1 year. We elected the practical expedient to account for the lease and non-lease components as a single component. Additionally, we elected the practical expedient to not recognize right-of-use assets or lease liabilities for short-term leases, which are those leases with a term of twelve months or less at the lease commencement date.

The components of lease expense were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Operating lease cost	\$ 17	\$ 21	\$ 30	\$ 42
Sublease income	—	—	(1)	(1)
Total lease cost	\$ 17	\$ 21	\$ 29	\$ 41

During the six months ended June 30, 2021, we ceased using certain leased locations and recorded an impairment charge of \$8 to write down the carrying value of the right-of-use assets for these locations to their estimated fair values. Refer to Note 4 for additional information.

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(11) Related Party Transactions

In the normal course of business, we enter into transactions with related parties such as Sirius XM Canada and SoundCloud.

Liberty Media

As of June 30, 2022, Liberty Media beneficially owned, directly and indirectly, approximately 82% of the outstanding shares of our common stock. Liberty Media has three of its 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 February 1, 2021, Holdings entered into a tax sharing agreement with Liberty Media governing the allocation of consolidated U.S. income tax liabilities and setting forth agreements with respect to other tax matters. The tax sharing agreement was negotiated and approved by a special committee of Holdings' board of directors, all of whom are independent of Liberty Media. Refer to Note 16 for more information regarding the tax sharing agreement.

Sirius XM Canada

Sirius XM holds a 70% equity interest and 33% voting interest in Sirius XM Canada, a privately held corporation. We own 591 shares of preferred stock of Sirius XM Canada, which has a liquidation preference of one Canadian dollar per share.

Sirius XM Canada is accounted for as an equity method investment, and its results are not consolidated in our unaudited consolidated financial statements. Sirius XM Canada does not meet the requirements for consolidation as we do not have the ability to direct the most significant activities that impact Sirius XM Canada's economic performance.

On March 15, 2022, Sirius XM and Sirius XM Canada entered into an amended and restated services and distribution agreement. The amended and restated services and distribution agreement modified the existing Services Agreement and terminated the existing Advisory Agreement, each dated as of May 25, 2017, between Sirius XM and Sirius XM Canada. Pursuant to the amended and restated services and distribution agreement, the fee payable by Sirius XM Canada to Sirius XM was modified from a fixed percentage of revenue to a variable fee, based on a target operating profit for Sirius XM Canada. Such variable fee is expected to be evaluated annually based on comparable companies. In accordance with the amended and restated services and distribution agreement, the fee is payable on a monthly basis, in arrears, beginning January 1, 2022.

In May 2017, Sirius XM extended a loan to Sirius XM Canada in the principal amount of \$31. In connection with the execution of the amended and restated services and distribution agreement, Sirius XM forgave \$113 in principal amount of such loan to Sirius XM Canada, leaving an outstanding principal amount of \$ on such loan. The principal amount that was forgiven by Sirius XM was considered satisfied and as contributed capital from Sirius XM.

Our related party long-term assets as of June 30, 2022 and December 31, 2021 included the carrying value of our investment balance in Sirius XM Canada of \$48 and \$334, respectively, and, as of June 30, 2022 and December 31, 2021, also included \$8 and \$120, respectively, for the long-term value of the outstanding loan to Sirius XM Canada.

Sirius XM Canada paid gross dividends to us of less than \$1 during the three months ended June 30, 2021. No dividends were paid during the three months ended June 30, 2022. During the six months ended June 30, 2022 and 2021, Sirius XM Canada paid gross dividends to us of less than \$1 and \$1, respectively. Dividends are first recorded as a reduction to our investment balance in Sirius XM Canada to the extent a balance exists and then as Other (expense) income for any remaining portion.

We recorded revenue from Sirius XM Canada as Other revenue in our unaudited consolidated statements of comprehensive income of \$8 and \$26 during the three months ended June 30, 2022 and 2021, respectively, and \$55 and \$50 during the six months ended June 30, 2022 and 2021, respectively.

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SoundCloud

We have an investment in SoundCloud which is accounted for as an equity method investment and recorded in Related party long-term assets in our unaudited consolidated balance sheets. Sirius XM has appointed two individuals to serve on SoundCloud's nine-member board of managers. Sirius XM's share of SoundCloud's net (loss) income was \$(2) and \$1 for the three months ended June 30, 2022 and 2021, respectively, and \$(6) and \$1 for the six months ended June 30, 2022 and 2021, respectively, which was recorded in Other (expense) income in our unaudited consolidated statements of comprehensive income.

In addition to our investment in SoundCloud, Pandora has an agreement with SoundCloud to be its exclusive ad sales representative in the US and certain European countries. Through this arrangement, Pandora offers advertisers the ability to execute campaigns across the Pandora and SoundCloud platforms. We recorded revenue share expense related to this agreement of \$14 for each of the three months ended June 30, 2022 and 2021, and \$27 for each of the six months ended June 30, 2022 and 2021. We also had related party liabilities of \$18 and \$24 as of June 30, 2022 and December 31, 2021, respectively, related to this agreement.

(12) Debt

Our debt as of June 30, 2022 and December 31, 2021 consisted of the following:

Issuer / Borrower	Issued	Debt	Maturity Date	Interest Payable	Principal Amount at		Carrying value ^(a) at	
					June 30, 2022	June 30, 2022	June 30, 2022	December 31, 2021
Pandora (c) (d)	June 2018	1.75% Convertible Senior Notes	December 1, 2023	semi-annually on June 1 and December 1	\$ 193	\$ 193	\$ 193	\$ 177
Sirius XM (b) (f)	April 2022	Incremental Term Loan	April 11, 2024	variable fee paid monthly	500	500	500	—
Sirius XM (b)	August 2021	3.125% Senior Notes	September 1, 2026	semi-annually on March 1 and September 1	1,000	991	991	990
Sirius XM (b)	July 2017	5.00% Senior Notes	August 1, 2027	semi-annually on February 1 and August 1	1,500	1,492	1,492	1,491
Sirius XM (b)	June 2021	4.00% Senior Notes	July 15, 2028	semi-annually on January 15 and July 15	2,000	1,980	1,980	1,979
Sirius XM (b)	June 2019	5.500% Senior Notes	July 1, 2029	semi-annually on January 1 and July 1	1,250	1,240	1,240	1,239
Sirius XM (b)	June 2020	4.125% Senior Notes	July 1, 2030	semi-annually on January 1 and July 1	1,500	1,486	1,486	1,485
Sirius XM (b)	August 2021	3.875% Senior Notes	September 1, 2031	semi-annually on March 1 and September 1	1,500	1,484	1,484	1,484
Sirius XM (e)	December 2012	Senior Secured Revolving Credit Facility (the "Credit Facility")	August 31, 2026	variable fee paid quarterly	510	510	510	—
Sirius XM	Various	Finance leases	Various	n/a	n/a	2	2	—
Total Debt						9,878	9,878	8,845
Less: total deferred financing costs						12	12	13
Total long-term debt						\$ 9,866	\$ 9,866	\$ 8,832

- (a) The carrying value of the obligations is net of any remaining unamortized original issue discount.
- (b) All material domestic subsidiaries, including Pandora and its subsidiaries, that guarantee the Credit Facility have guaranteed these notes.
- (c) Holdings has unconditionally guaranteed all of the payment obligations of Pandora under these notes.
- (d) We acquired \$193 in principal amount of the 1.75% Convertible Senior Notes due 2023 as part of the acquisition of Pandora Media, Inc. in 2019. Prior to the adoption of ASU 2020-06, we allocated the principal amount of the 1.75% Convertible Senior Notes due 2023 between the liability and equity components. During the three months ended March

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31, 2022, we adopted ASU 2020-06 as of January 1, 2022, which removed the separation model for convertible debt with cash conversion features, and we recorded a decrease to the debt discount and a corresponding increase to accumulated deficit. Refer to Note 2 for more information on the adoption of ASU 2020-06. The 1.75% Convertible Senior Notes due 2023 were not convertible into common stock and were not redeemable as of June 30, 2022. As a result, we have classified the debt as Long-term within our unaudited consolidated balance sheets.

- (e) In August 2021, Sirius XM entered into an amendment to extend the maturity of the \$1,750 Credit Facility to August 31, 2026. Sirius XM's obligations under the Credit Facility are guaranteed by certain of its material domestic subsidiaries, including Pandora and its 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 0.25% per annum as of June 30, 2022. All of Sirius XM's outstanding borrowings under the Credit Facility are classified as Long-term debt within our unaudited consolidated balance sheets due to the long-term maturity of this debt.
- (f) In April 2022, Sirius XM entered into an amendment to the Credit Facility to incorporate an Incremental Term Loan borrowing of \$00 which matures on April 11, 2024. Interest on the Incremental Term Loan borrowing is based on the Adjusted Term Secured Overnight Financing Rate plus an applicable rate.

Covenants and Restrictions

Under the Credit Facility, Sirius XM, our wholly owned subsidiary, must comply with a debt maintenance covenant that it cannot 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.

The indenture governing the Pandora 2023 Notes (as defined below) contains covenants that limit Pandora's ability to merge or consolidate and provides for customary events of default, which include nonpayment of principal or interest, breach of covenants, payment defaults or acceleration of other indebtedness and certain events of bankruptcy.

At June 30, 2022 and December 31, 2021, we were in compliance with our debt covenants.

Pandora Convertible Notes

Pandora's 1.75% Convertible Senior Notes due 2023 (the "Pandora 2023 Notes") are unsecured, senior obligations of Pandora. Holdings has guaranteed the payment and performance obligations of Pandora under the Pandora 2023 Notes and the indenture governing the Pandora 2023 Notes.

The Pandora 2023 Notes will mature on December 1, 2023, unless earlier repurchased or redeemed by Pandora or converted in accordance with their terms. As of June 30, 2022, the conversion rate applicable to the Pandora 2023 Notes was 161.0187 shares of Holdings' common stock per one thousand principal amount of the Pandora 2023 Notes plus carryforward adjustments not yet effected pursuant to the terms of the indenture governing the Pandora 2023 Notes.

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(13) Stockholders' Equity

Common Stock, par value \$0.001 per share

We are authorized to issue up to 9,000 shares of common stock. There were 3,909 and 3,968 shares of common stock issued and 3,908 and 3,967 shares of common stock outstanding on June 30, 2022 and December 31, 2021, respectively.

As of June 30, 2022, there were 237 shares of common stock reserved for issuance in connection with outstanding stock-based awards to members of our board of directors, employees and third parties.

Special Dividend

During the six months ended June 30, 2022, our board of directors declared and paid the following special cash dividend on our common stock:

Declaration Date	Dividend Per Share	Record Date	Total Amount	Payment Date
January 31, 2022	\$ 0.25	February 11, 2022	\$ 987	February 25, 2022

Quarterly Dividends

During the six months ended June 30, 2022, our board of directors also declared and paid the following dividends:

Declaration Date	Dividend Per Share	Record Date	Total Amount	Payment Date
January 26, 2022	\$ 0.0219615	February 11, 2022	\$ 86	February 25, 2022
April 19, 2022	\$ 0.0219615	May 6, 2022	\$ 86	May 25, 2022

Stock Repurchase Program

As of June 30, 2022, our board of directors had approved for repurchase an aggregate of \$8,000 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 June 30, 2022, our cumulative repurchases since December 2012 under our stock repurchase program totaled 3,626 shares for \$16,337, and \$1,663 remained available for future share repurchases under our stock repurchase program.

The following table summarizes our total share repurchase activity for the six months ended:

Share Repurchase Type	June 30, 2022		June 30, 2021	
	Shares	Amount	Shares	Amount
Open Market Repurchases ^(a)	67	\$ 417	138	\$ 844

(a) As of June 30, 2022, \$10 of common stock repurchases had not settled, nor been retired, and were recorded as Treasury stock within our unaudited consolidated balance sheets and unaudited consolidated statement of stockholders' equity (deficit).

Preferred Stock, par value \$0.001 per share

We are authorized to issue up to 50 shares of undesignated preferred stock with a liquidation preference of \$0.001 per share. There were no shares of preferred stock issued or outstanding as of June 30, 2022 and December 31, 2021.

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(14) Benefit Plans

We recognized share-based payment expense of \$47 for each of the three months ended June 30, 2022 and 2021 and \$92 and \$98 for the six months ended June 30, 2022 and 2021, respectively.

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 deems appropriate. Stock-based awards granted under the 2015 Plan are generally subject to a graded vesting requirement, which is generally three to four years from the grant date. Stock options generally expire ten years from the date of grant. Restricted stock units include performance-based restricted stock units (“PRSUs”), the vesting of which are subject to the achievement of performance goals and the employee’s continued employment and generally cliff vest on the third anniversary of the grant date. Each restricted stock unit entitles the holder to receive one share of common stock upon vesting. As of June 30, 2022, 127 shares of common stock were available for future grants under the 2015 Plan.

In February 2021, the Compensation Committee of our Board of Directors approved a modification to the design of our long-term equity compensation program for our senior management. The Compensation Committee intends to award equity-based compensation to our senior management in the form of: 25% stock options, which awards will vest in equal installments on the first three anniversaries of the date of grant; 25% restricted stock units, which awards will vest in equal installments on the first three anniversaries of the date of grant; 25% PRSUs, which will cliff vest on the third anniversary of the date of grant after a two-year performance period if the free cash flow target established by the Compensation Committee is achieved; and 25% PRSUs, which will cliff vest after a three-year performance period based on the performance of our common stock relative to the companies included in the S&P 500 Index. We refer to this performance measure as a relative “TSR” or “total stockholder return” metric. PRSUs based on the relative total stockholder return metric will only vest if our performance achieves at least the 25th percentile, with a target payout requiring performance at the 50th percentile. The settlement of PRSUs earned in respect of the applicable three-year performance period will be generally subject to the executive’s continued employment with us through the date the total stockholder return performance is certified by the Compensation Committee.

Other Plans

We maintain six share-based benefit plans in addition to the 2015 Plan — the Sirius XM Radio Inc. 2009 Long-Term Stock Incentive Plan, the Amended and Restated Sirius Satellite Radio 2003 Long-Term Stock Incentive Plan, the 2014 Stock Incentive Plan of AdsWizz Inc., the Pandora Media, Inc. 2011 Equity Incentive Plan, the Pandora Media, Inc. 2004 Stock Plan and the TheSavageBeast.com, Inc. 2000 Stock Incentive Plan. Excluding dividend equivalent units granted as a result of a declared dividend, 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, members of our board of directors and non-employees:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Risk-free interest rate	3.0%	0.3%	1.5%	0.6%
Expected life of options — years	3.89	2.71	3.60	6.06
Expected stock price volatility	32%	34%	32%	33%
Expected dividend yield	1.4%	1.0%	1.3%	1.0%

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The following table summarizes stock option activity under our share-based plans for the six months ended June 30, 2022:

	Options	Weighted-Average Exercise Price Per Share ⁽¹⁾	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2021	161	\$ 5.23		
Granted	9	\$ 6.44		
Exercised	(12)	\$ 4.38		
Forfeited, cancelled or expired	(2)	\$ 6.47		
Outstanding as of June 30, 2022	<u>156</u>	\$ 5.35	5.57	\$ 138
Exercisable as of June 30, 2022	<u>98</u>	\$ 4.92	4.74	\$ 128

(1) The weighted-average exercise price for options outstanding and exercisable as of December 31, 2021 and June 30, 2022 and the options granted as of June 30, 2022 in the table above have been adjusted to reflect the reduction of \$0.25 to the exercise price related to the February 25, 2022 special cash dividend.

The weighted average grant date fair value per stock option granted during the six months ended June 30, 2022 was \$1.50. The total intrinsic value of stock options exercised during the six months ended June 30, 2022 and 2021 was \$24 and \$130, respectively. During the six months ended June 30, 2022, the number of net settled shares issued as a result of stock option exercises was 2.

We recognized share-based payment expense associated with stock options of \$9 and \$11 for the three months ended June 30, 2022 and 2021, respectively, and \$18 and \$22 for the six months ended June 30, 2022 and 2021, respectively.

The following table summarizes the restricted stock unit, including PRSU, activity under our share-based plans for the six months ended June 30, 2022:

	Shares	Grant Date Fair Value Per Share
Nonvested as of December 31, 2021	80	\$ 6.22
Granted	15	\$ 6.78
Vested	(10)	\$ 6.00
Forfeited	(4)	\$ 6.31
Nonvested as of June 30, 2022	<u>81</u>	\$ 6.32

The total intrinsic value of restricted stock units, including PRSUs, vesting during the six months ended June 30, 2022 and 2021 was \$3 and \$54, respectively. During the six months ended June 30, 2022, the number of net settled shares issued as a result of restricted stock units vesting totaled 6. During the six months ended June 30, 2022, we granted 5 PRSUs to certain employees. We believe it is probable that the performance target applicable to these PRSUs will be achieved.

In connection with the cash dividends paid during the six months ended June 30, 2022, we granted 4 restricted stock units, including PRSUs, in accordance with the terms of existing award agreements. These grants did not result in any additional incremental share-based payment expense being recognized during the six months ended June 30, 2022.

We recognized share-based payment expense associated with restricted stock units, including PRSUs, of \$38 and \$36 for the three months ended June 30, 2022 and 2021, respectively, and \$74 and \$76 for the six months ended June 30, 2022 and 2021, respectively.

Total unrecognized compensation costs related to unvested share-based payment awards for stock options and restricted stock units, including PRSUs, granted to employees, members of our board of directors and third parties at June 30, 2022 and December 31, 2021 was \$418 and \$455, respectively. The total unrecognized compensation costs at June 30, 2022 are expected to be recognized over a weighted-average period of 2.3 years.

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401(k) Savings Plans

Sirius XM Radio Inc. 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. 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. Our cash employer matching contributions are not 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 expenses of \$5 and \$8 for the three months ended June 30, 2022 and 2021, respectively, and \$10 and \$13 for the six months ended June 30, 2022 and 2021, respectively, in connection with the Sirius XM Plan.

Sirius XM Holdings Inc. Deferred Compensation Plan

The Sirius XM Holdings Inc. Deferred Compensation Plan (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’ cash compensation, as applicable. 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.

Contributions to the DCP, net of withdrawals, were \$(1) and less than \$1 for the three months ended June 30, 2022 and 2021, respectively, and \$(1) and \$3 for the six months ended June 30, 2022 and 2021, respectively. As of June 30, 2022 and December 31, 2021, the fair value of the investments held in the trust were \$46 and \$56, respectively, which is included in Other long-term assets in our unaudited consolidated balance sheets and classified as trading securities. Trading gains and losses associated with these investments are recorded in Other (expense) income within our unaudited consolidated statements of comprehensive income. The associated liability is recorded within Other long-term liabilities in our unaudited consolidated balance sheets, and any increase or decrease in the liability is recorded in General and administrative expense within our unaudited consolidated statements of comprehensive income. We recorded (losses) gains on investments held in the trust of \$(6) and \$3 for the three months ended June 30, 2022 and 2021, respectively, and \$(9) and \$4 for the six months ended June 30, 2022 and 2021, respectively.

(15) Commitments and Contingencies

The following table summarizes our expected contractual cash commitments as of June 30, 2022:

	2022	2023	2024	2025	2026	Thereafter	Total
Debt obligations	\$ —	\$ 193	\$ 501	\$ 1	\$ 1,510	\$ 7,750	\$ 9,955
Cash interest payments	206	410	398	394	388	979	2,775
Satellite and transmission	57	163	110	27	1	9	367
Programming and content	201	348	231	201	122	165	1,268
Sales and marketing	25	41	8	7	7	4	92
Satellite incentive payments	4	7	8	7	4	19	49
Operating lease obligations	30	67	52	48	45	96	338
Royalties, minimum guarantees and other	225	472	186	21	1	2	907
Total ⁽¹⁾	<u>\$ 748</u>	<u>\$ 1,701</u>	<u>\$ 1,494</u>	<u>\$ 706</u>	<u>\$ 2,078</u>	<u>\$ 9,024</u>	<u>\$ 15,751</u>

(1) The table does not include our reserve for uncertain tax positions, which at June 30, 2022 totaled \$40.

Debt obligations. Debt obligations include principal payments on outstanding debt and finance lease obligations.

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

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Satellite and transmission. We have entered into agreements with third parties to design, build and launch two new satellites, SXM-9 and SXM-10. We also have entered into agreements with third parties to operate and maintain satellite telemetry, tracking and control facilities and certain components of our terrestrial repeater networks.

Programming and content. We have entered into various programming and content agreements. Under the terms of these agreements, our obligations include fixed payments, advertising commitments and revenue sharing arrangements. In certain of these agreements, the 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.

Sales and marketing. We have entered into various marketing, sponsorship and distribution agreements to promote our brands and are obligated to make payments to sponsors, retailers, automakers, radio manufacturers and other third parties under these agreements. Certain programming and content agreements also require us to purchase advertising on properties owned or controlled by the licensors.

Satellite incentive payments. Maxar Technologies (formerly Space Systems/Loral), the manufacturer of certain of our in-orbit satellites, may be entitled to future in-orbit performance payments upon XM-5, SIRIUS FM-5, SIRIUS FM-6, and SXM-8 meeting their fifteen-year design life, which we expect to occur.

Operating lease obligations. We have entered into both cancelable and non-cancelable operating leases for office space, terrestrial repeaters, data centers and equipment. 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.

Royalties, Minimum Guarantees and Other. We have entered into music royalty arrangements that include fixed payments. In addition, certain of our podcast content agreements also contain minimum guarantees. During the six months ended June 30, 2022, we prepaid \$69 primarily related to the podcast content minimum guarantees. As of June 30, 2022, we had future fixed commitments related to these music royalty and podcast agreements of \$559, of which \$77 will be paid in 2022 and the remainder will be paid thereafter. On a quarterly basis, we record the greater of the cumulative actual content costs incurred or the cumulative minimum guarantee based on forecasted usage for the minimum guarantee period. The minimum guarantee period is the period of time that the minimum guarantee relates to, as specified in each agreement, which may be annual or a longer period. The cumulative minimum guarantee, based on forecasted usage, considers factors such as listening hours, downloads, revenue, subscribers and other terms of each agreement that impact our expected attainment or recoupment of the minimum guarantees based on the relative attribution method.

Several of our content agreements also include provisions related to the royalty payments and structures of those agreements relative to other content licensing arrangements, which, if triggered, cause our payments under those agreements to escalate. In addition, record labels, publishers and performing rights organizations (“PROs”) with whom we have entered into direct license agreements have the right to audit our content payments, and such audits often result in disputes over whether we have paid the proper content costs.

We have also entered into various agreements with third parties for general operating purposes. The cost of our common stock acquired in our capital return program but not paid for as of June 30, 2022 was also included in this category.

In addition to the minimum contractual cash commitments described above, we have entered into 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 additional programming, distribution, marketing and other agreements that contain similar variable cost provisions. 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.

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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 the likelihood or magnitude of a possible eventual loss, if any.

Pre-1972 Sound Recording Litigation. On October 2, 2014, Flo & Eddie Inc. filed a class action suit against Pandora in the federal district court for the Central District of California. The complaint alleges a violation of California Civil Code Section 980, unfair competition, misappropriation and conversion in connection with the public performance of sound recordings recorded prior to February 15, 1972 (which we refer to as, “pre-1972 recordings”). On December 19, 2014, Pandora filed a motion to strike the complaint pursuant to California’s Anti-Strategic Lawsuit Against Public Participation (“Anti-SLAPP”) statute, which following denial of Pandora’s motion was appealed to the Ninth Circuit Court of Appeals. In March 2017, the Ninth Circuit requested certification to the California Supreme Court on the substantive legal questions. The California Supreme Court accepted certification. In May 2019, the California Supreme Court issued an order dismissing consideration of the certified questions on the basis that, following the enactment of the Orrin G. Hatch-Bob Goodlatte Music Modernization Act, Pub. L. No. 115-264, 132 Stat. 3676 (2018) (the “MMA”), resolution of the questions posed by the Ninth Circuit Court of Appeals was no longer “necessary to . . . settle an important question of law.”

The MMA grants a potential federal preemption defense to the claims asserted in the aforementioned lawsuits. In July 2019, Pandora took steps to avail itself of this preemption defense, including making the required payments under the MMA for certain of its uses of pre-1972 recordings. Based on the federal preemption contained in the MMA (along with other considerations), Pandora asked the Ninth Circuit to order the dismissal of the *Flo & Eddie, Inc. v. Pandora Media, Inc.* case. On October 17, 2019, the Ninth Circuit Court of Appeals issued a memorandum disposition concluding that the question of whether the MMA preempts Flo and Eddie's claims challenging Pandora's performance of pre-1972 recordings “depends on various unanswered factual questions” and remanded the case to the District Court for further proceedings.

In October 2020, the District Court denied Pandora’s renewed motion to dismiss the case under California’s anti-SLAPP statute, finding the case no longer qualified for anti-SLAPP due to intervening changes in the law, and denied Pandora’s renewed attempt to end the case. Alternatively, the District Court ruled that the preemption defense likely did not apply to Flo & Eddie’s claims, in part because the District Court believed that the MMA did not apply retroactively. Pandora promptly appealed the District Court’s decision to the Ninth Circuit, and moved to stay appellate briefing pending the appeal of a related case against Sirius XM. On January 13, 2021, the Ninth Circuit issued an order granting the stay of appellate proceedings pending the resolution of a related case against Sirius XM.

On August 23, 2021, the United States Court of Appeals for the Ninth Circuit issued an Opinion in a related case, *Flo & Eddie Inc. v. Sirius XM Radio Inc.* The related case also concerned a class action suit brought by Flo & Eddie Inc. regarding the public performance of pre-1972 recordings under California law. Relying on California’s copyright statute, Flo & Eddie argued that California law gave it the “exclusive ownership” of its pre-1972 songs, including the right of public performance. The Ninth Circuit reversed the District Court’s grant of partial summary judgment to Flo & Eddie Inc. The Ninth Circuit held that the District Court in this related case erred in concluding that “exclusive ownership” under California’s copyright statute included the right of public performance. The Ninth Circuit remanded the case for entry of judgment consistent with the terms of the parties’ contingent settlement agreement, and on October 6, 2021, the parties to the related case stipulated to its dismissal with prejudice. The *Flo & Eddie Inc. v. Sirius XM Radio Inc.* decision is precedential in the Ninth Circuit, and therefore we believe substantially narrows the claims that Flo & Eddie may continue to assert against Pandora.

Following issuance of the *Flo & Eddie Inc. v. Sirius XM Radio Inc.* opinion, on September 3, 2021, the Ninth Circuit lifted the stay of appellate proceedings in *Flo & Eddie, Inc. v. Pandora Media, LLC*. Pandora promptly filed an appeal of the District Court’s order denying the renewed motion to dismiss the case under California’s anti-SLAPP statute.

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On June 2, 2022, the Ninth Circuit upheld the District Court's order denying dismissal of the case under California's anti-SLAPP statute, finding that Pandora had failed to demonstrate that Flo & Eddie's claims arise from Pandora's protected conduct. As part of the decision, the Ninth Circuit noted that Pandora had forcefully argued that the Court's decision in *Flo & Eddie Inc. v. Sirius XM Radio Inc.*, and other decisions under New York, Florida and Georgia law, foreclosed Flo & Eddie's claims as a matter of law. Because the case has been pending for over seven years, the Ninth Circuit remanded the case to the District Court and directed "the district court to consider expedited motions practice on the legal validity of Flo & Eddie's claims in light of the intervening precedent."

The District Court has scheduled a hearing to review next steps in this case. We continue to believe we have substantial defenses to the remaining claims asserted in this action, and we intend to defend this action 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 other matters, in our opinion, is likely to have a material adverse effect on our business, financial condition or results of operations.

(16) Income Taxes

We have historically filed a consolidated federal income tax return for all of our wholly owned subsidiaries, including Sirius XM and Pandora. On February 1, 2021, we entered into a tax sharing agreement with Liberty Media governing the allocation of consolidated U.S. income tax liabilities and setting forth agreements with respect to other tax matters. The tax sharing agreement contains provisions that we believe are customary for tax sharing agreements between members of a consolidated group. On November 3, 2021, Liberty Media informed us that it beneficially owned over 80% of the outstanding shares of our common stock; as a result of this, we are included in the consolidated tax return of Liberty Media beginning November 4, 2021. The tax sharing agreement and our inclusion in Liberty Media's consolidated tax group is not expected to have any material adverse effect on us. We have calculated the provision for income taxes by using a separate return method. Any payment made to Liberty Media, pursuant to the tax sharing agreement, shall be treated as a capital contribution or a distribution. Income tax expense was \$96 and \$127 for the three months ended June 30, 2022 and 2021, respectively, and \$197 and \$65 for the six months ended June 30, 2022 and 2021, respectively. In addition, we recorded \$25 as a capital contribution related to the tax sharing agreement with Liberty Media, of which \$11 has been paid and the balance is recorded within Related party current liabilities on our unaudited consolidated balance sheet as of June 30, 2022.

Our effective tax rate for the three months ended June 30, 2022 and 2021 was 24.7% and 22.7%, respectively. Our effective tax rate for the six months ended June 30, 2022 and 2021 was 24.7% and 9.1%, respectively. The effective tax rate for the three and six months ended June 30, 2022 was primarily impacted by a benefit associated with the recognition of excess tax benefits related to share-based compensation. The effective tax rate for the three months ended June 30, 2021 was primarily impacted by the recognition of excess tax benefits related to share-based compensation. The effective tax rate for the six months ended June 30, 2021 was primarily impacted by a \$95 benefit associated with a state tax audit settlement and the recognition of excess tax benefits related to share-based compensation. We estimate our effective tax rate for the year ending December 31, 2022 will be approximately 25%.

As of June 30, 2022 and December 31, 2021, we had a valuation allowance related to deferred tax assets of \$1 and \$83, respectively, that were not likely to be realized due to the timing of certain federal and state net operating loss limitations.

(17) Segments and Geographic Information

In accordance with FASB ASC Topic 280, *Segment Reporting*, we disaggregate our operations into two reportable segments: Sirius XM and Pandora and Off-platform. The financial results of these segments are utilized by the chief operating decision maker, who is our Chief Executive Officer, for evaluating segment performance and allocating resources. We report our segment information based on the "management" approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of our reportable segments. For additional information on our segments refer to Note 1.

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Segment results include the revenues and cost of services which are directly attributable to each segment. There are no indirect revenues or costs incurred that are allocated to the segments. There are planned intersegment advertising campaigns which will be eliminated. We had intersegment advertising revenue of less than \$1 and \$1 during the three and six months ended June 30, 2022, respectively, and less than \$1 during each of the three and six months ended June 30, 2021.

Segment revenue and gross profit were as follows during the period presented:

	For the Three Months Ended June 30, 2022		
	Sirius XM	Pandora and Off-platform	Total
Revenue			
Subscriber revenue	\$ 1,588	\$ 131	\$ 1,719
Advertising revenue	49	403	452
Equipment revenue	45	—	45
Other revenue	37	—	37
Total revenue	1,719	534	2,253
Cost of services ^(a)	(668)	(367)	(1,035)
Segment gross profit	\$ 1,051	\$ 167	\$ 1,218

The reconciliation between reportable segment gross profit to consolidated income before income tax is as follows:

	For the Three Months Ended June 30, 2022
Segment Gross Profit	\$ 1,218
Subscriber acquisition costs	(91)
Sales and marketing ^(a)	(272)
Engineering, design and development ^(a)	(63)
General and administrative ^(a)	(113)
Depreciation and amortization	(135)
Share-based payment expense	(47)
Impairment, restructuring and acquisition costs	(1)
Total other expense	(108)
Consolidated income before income taxes	\$ 388

(a) Share-based payment expense of \$11 related to cost of services, \$13 related to sales and marketing, \$9 related to engineering, design and development and \$14 related to general and administrative has been excluded.

	For the Three Months Ended June 30, 2021		
	Sirius XM	Pandora and Off-platform	Total
Revenue			
Subscriber revenue	\$ 1,508	\$ 133	\$ 1,641
Advertising revenue	46	383	429
Equipment revenue	51	—	51
Other revenue	38	—	38
Total revenue	1,643	516	2,159
Cost of services ^(b)	(647)	(323)	(970)
Segment gross profit	\$ 996	\$ 193	\$ 1,189

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The reconciliation between reportable segment gross profit to consolidated income before income tax is as follows:

	For the Three Months Ended June 30,	
	2021	
Segment Gross Profit	\$	1,189
Subscriber acquisition costs		(89)
Sales and marketing ^(b)		(227)
Engineering, design and development ^(b)		(59)
General and administrative ^(b)		(114)
Depreciation and amortization		(131)
Share-based payment expense		(47)
Impairment, restructuring and acquisition costs		136
Total other expense		(98)
Consolidated income before income taxes	\$	560

(b) Share-based payment expense of \$12 related to cost of services, \$13 related to sales and marketing, \$6 related to engineering, design and development and \$16 related to general and administrative has been excluded.

	For the Six Months Ended June 30, 2022		
	Sirius XM	Pandora and Off-platform	Total
Revenue			
Subscriber revenue	\$ 3,170	\$ 262	\$ 3,432
Advertising revenue	97	738	835
Equipment revenue	98	—	98
Other revenue	75	—	75
Total revenue	3,440	1,000	4,440
Cost of services ^(c)	(1,317)	(697)	(2,014)
Segment gross profit	\$ 2,123	\$ 303	\$ 2,426

The reconciliation between reportable segment gross profit to consolidated income before income tax is as follows:

	For the Six Months Ended June 30,	
	2022	
Segment Gross Profit	\$	2,426
Subscriber acquisition costs		(181)
Sales and marketing ^(c)		(531)
Engineering, design and development ^(c)		(122)
General and administrative ^(c)		(223)
Depreciation and amortization		(270)
Share-based payment expense		(92)
Impairment, restructuring and acquisition costs		(1)
Total other expense		(208)
Consolidated income before income taxes	\$	798

(c) Share-based payment expense of \$22 related to cost of services, \$26 related to sales and marketing, \$17 related to engineering, design and development and \$27 related to general and administrative has been excluded.

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	For the Six Months Ended June 30, 2021		
	Sirius XM	Pandora and Off-platform	Total
Revenue			
Subscriber revenue	\$ 2,989	268	3,252
Advertising revenue	87	696	783
Equipment revenue	108	—	108
Other revenue	74	—	74
Revenue	3,258	959	4,217
Cost of services ^(d)	(1,270)	(630)	(1,900)
Segment gross profit	\$ 1,988	329	2,317

The reconciliation between reportable segment gross profit to consolidated income before income tax is as follows:

	For the Six Months Ended June 30, 2021
Segment Gross Profit	\$ 2,317
Subscriber acquisition costs	(175)
Sales and marketing ^(d)	(428)
Engineering, design and development ^(d)	(113)
General and administrative ^(d)	(220)
Depreciation and amortization	(263)
Share-based payment expense	(98)
Impairment, restructuring and acquisition costs	(108)
Total other expense	(195)
Consolidated income before income taxes	\$ 717

(d) Share-based payment expense of \$22 related to cost of services, \$28 related to sales and marketing, \$17 related to engineering, design and development and \$31 related to general and administrative has been excluded.

A measure of segment assets is not currently provided to the Chief Executive Officer and has therefore not been provided.

As of June 30, 2022, long-lived assets were predominantly located in the United States. No individual foreign country represented a material portion of our consolidated revenue during the three and six months ended June 30, 2022 and 2021.

(18) Subsequent Events

Capital Return Program

For the period from July 1, 2022 to July 26, 2022, we repurchased 13 shares of our common stock on the open market for an aggregate purchase price of \$0, including fees and commissions.

On July 14, 2022, our board of directors declared a quarterly dividend on our common stock in the amount of \$0.0219615 per share of common stock payable on August 31, 2022 to stockholders of record as of the close of business on August 5, 2022.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

All amounts referenced in this Item 2 are in millions, except subscriber amounts are in thousands and per subscriber and per installation amounts are in ones, unless otherwise stated.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and with our Annual Report on Form 10-K for the year ended December 31, 2021.

This Quarterly Report on Form 10-Q presents information for Sirius XM Holdings Inc. ("Holdings"). The terms "Holdings," "we," "us," "our," and "our company" as used herein, and unless otherwise stated or indicated by context, refer to Sirius XM Holdings Inc. and its subsidiaries. "Sirius XM" refers to our wholly owned subsidiary Sirius XM Radio Inc. and its subsidiaries. "Pandora" refers to Sirius XM's wholly owned subsidiary Pandora Media, LLC and its subsidiaries. Holdings has no operations independent of Sirius XM and Pandora.

Special Note Regarding Forward-Looking Statements

The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in forward-looking statements made in this Quarterly Report on Form 10-Q and in other reports and documents published by us from time to time. Any statements about our beliefs, plans, objectives, expectations, assumptions, future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "intend," "plan," "projection" and "outlook." Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this Quarterly Report on Form 10-Q and in other reports and documents published by us from time to time, including the risk factors described under "Risk Factors" in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2021 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein and in Part II, Item 7, of our Annual Report on Form 10-K for the year ended December 31, 2021.

Among the significant factors that could cause our actual results to differ materially from those expressed in the forward-looking statements are:

- We have been, and may continue to be, adversely affected by certain supply chain issues
- We face substantial competition and that competition is likely to increase over time
- If our efforts to attract and retain subscribers and listeners, or convert listeners into subscribers, are not successful, our business will be adversely affected
- We engage in extensive marketing efforts and the continued effectiveness of those efforts is an important part of our business
- We rely on third parties for the operation of our business, and the failure of third parties to perform could adversely affect our business
- We may not realize the benefits of acquisitions or other strategic investments and initiatives
- The ongoing COVID-19 pandemic has introduced significant uncertainty to our business
- A substantial number of our Sirius XM service subscribers periodically cancel their subscriptions and we cannot predict how successful we will be at retaining customers
- Our ability to profitably attract and retain subscribers to our Sirius XM service as our marketing efforts reach more price-sensitive consumers is uncertain
- Our business depends in part upon the auto industry
- Failure of our satellites would significantly damage our business
- Our Sirius XM service may experience harmful interference from wireless operations
- Our Pandora ad-supported business has suffered a substantial and consistent loss of monthly active users, which may adversely affect our Pandora service
- Our failure to convince advertisers of the benefits of our Pandora and Off-platform ad-supported service could harm our business
- If we are unable to maintain revenue growth from our advertising products our results of operations will be adversely affected
- Changes to mobile operating systems and browsers may hinder our ability to sell advertising and market our services
- If we fail to accurately predict and play music, comedy or other content that our Pandora listeners enjoy, we may fail to retain existing and attract new listeners
- Privacy and data security laws and regulations may hinder our ability to market our services, sell advertising and impose legal liabilities
- Consumer protection laws and our failure to comply with them could damage our business
- Failure to comply with FCC requirements could damage our business

- 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
- Interruption or failure of our information technology and communications systems could impair the delivery of our service and harm our business
- The market for music rights is changing and is subject to significant uncertainties
- Our Pandora services depend upon maintaining complex licenses with copyright owners, and these licenses contain onerous terms
- The rates we must pay for “mechanical rights” to use musical works on our Pandora service have increased substantially and these rates may adversely affect our business
- Failure to protect our intellectual property or actions by third parties to enforce their intellectual property rights could substantially harm our business and operating results
- Some of our services and technologies may use “open source” software, which may restrict how we use or distribute our services or require that we release the source code subject to those licenses
- Rapid technological and industry changes and new entrants could adversely impact our services
- We have a significant amount of indebtedness, and our debt contains certain covenants that restrict our operations
- 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
- While we currently pay a quarterly cash dividend to holders of our common stock, we may change our dividend policy at any time
- 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
- If we are unable to attract and retain qualified personnel, our business could be harmed
- Our facilities could be damaged by natural catastrophes or terrorist activities
- The unfavorable outcome of pending or future litigation could have an adverse impact on our operations and financial condition
- We may be exposed to liabilities that other entertainment service providers would not customarily be subject to
- Our business and prospects depend on the strength of our brands.

Because the risk factors referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any of these forward-looking statements. In addition, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which the statement is made, to reflect the occurrence of unanticipated events or otherwise, except as required by law. 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.

Executive Summary

We operate two complementary audio entertainment businesses -one of which we refer to as “SiriusXM” and the second of which we refer to as “Pandora and Off-platform”.

Sirius XM

Our Sirius XM business features music, sports, entertainment, comedy, talk, news, traffic and weather channels and other content, as well as podcasts and infotainment services, in the United States on a subscription fee basis. Sirius XM's packages include live, curated and certain exclusive and on demand programming. The Sirius XM service is distributed through our two proprietary satellite radio systems and streamed via applications for mobile devices, home devices and other consumer electronic equipment. Satellite radios are primarily distributed through automakers, retailers and our website. Our Sirius XM service is also available through our in-car user interface, which we call “360L,” that combines our satellite and streaming services into a single, cohesive in-vehicle entertainment experience.

The primary source of revenue from our Sirius XM business is subscription fees, with most of our customers subscribing to monthly, quarterly, semi-annual or annual plans. We also derive revenue from advertising on select non-music channels, which is sold under the SXM Media brand, direct sales of our satellite radios and accessories, and other ancillary services. As of June 30, 2022, our Sirius XM business had approximately 34.0 million subscribers.

In addition to our audio entertainment businesses, we provide connected vehicle services to several automakers. These services are designed to enhance the safety, security and driving experience of consumers. We also offer a suite of data services that includes graphical weather, fuel prices, sports schedules and scores and movie listings, a traffic information service that includes information as to road closings, traffic flow and incident data to consumers with compatible in-vehicle navigation systems, and real-time weather services in vehicles, boats and planes.

Sirius XM also holds a 70% equity interest and 33% voting interest in Sirius XM Canada. Sirius XM Canada's subscribers are not included in our subscriber count or subscriber-based operating metrics.

Pandora and Off-platform

Pandora operates a music and podcast streaming discovery platform, offering a personalized experience for each listener wherever and whenever they want to listen, whether through computers, tablets, mobile devices, vehicle speakers or connected devices. Pandora enables listeners to create personalized stations and playlists, discover new content, hear artist- and expert-curated playlists, podcasts and select Sirius XM content as well as search and play songs and albums on-demand. Pandora is available as (1) an ad-supported radio service, (2) a radio subscription service (Pandora Plus) and (3) an on-demand subscription service (Pandora Premium). As of June 30, 2022, Pandora had approximately 6.3 million subscribers.

The majority of revenue from Pandora is generated from advertising on our Pandora ad-supported radio service which is sold under the SXM Media brand. We also derive subscription revenue from our Pandora Plus and Pandora Premium subscribers.

We also sell advertising on other audio platforms and in widely distributed podcasts, which we consider to be off-platform services. We have an arrangement with SoundCloud Holdings, LLC ("SoundCloud") to be its exclusive ad sales representative in the US and certain European countries and are able to offer advertisers the ability to execute campaigns across the Pandora and SoundCloud platforms. We also have arrangements to serve as the ad sales representative for certain podcasts. In addition, through AdsWizz Inc., we provide a comprehensive digital audio and programmatic advertising technology platform, which connects audio publishers and advertisers with a variety of ad insertion, campaign trafficking, yield optimization, programmatic buying, marketplace and podcast monetization solutions.

Liberty Media

As of June 30, 2022, Liberty Media beneficially owned, directly and indirectly, approximately 82% 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.

Results of Operations

Set forth below are our results of operations for the three and six months ended June 30, 2022 compared with the three and six months ended June 30, 2021. The results of operations are presented for each of our reporting segments for revenue and cost of services and on a consolidated basis for all other items.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,		2022 vs 2021 Change			
	2022	2021	2022	2021	Three Months		Six Months	
					Amount	%	Amount	%
<i>Revenue</i>								
Sirius XM:								
Subscriber revenue	\$ 1,588	\$ 1,508	\$ 3,170	\$ 2,989	\$ 80	5 %	\$ 181	6 %
Advertising revenue	49	46	97	87	3	7 %	10	11 %
Equipment revenue	45	51	98	108	(6)	(12)%	(10)	(9)%
Other revenue	37	38	75	74	(1)	(3)%	1	1 %
Total Sirius XM revenue	1,719	1,643	3,440	3,258	76	5 %	182	6 %
Pandora and Off-platform:								
Subscriber revenue	131	133	262	263	(2)	(2)%	(1)	— %
Advertising revenue	403	383	738	696	20	5 %	42	6 %
Total Pandora and Off-platform revenue	534	516	1,000	959	18	3 %	41	4 %
Total consolidated revenue	2,253	2,159	4,440	4,217	94	4 %	223	5 %
<i>Cost of services</i>								
Sirius XM:								
Revenue share and royalties	397	387	779	766	10	3 %	13	2 %
Programming and content	139	125	268	243	14	11 %	25	10 %
Customer service and billing	103	105	207	202	(2)	(2)%	5	2 %
Transmission	36	36	77	70	—	— %	7	10 %
Cost of equipment	3	4	6	9	(1)	(25)%	(3)	(33)%
Total Sirius XM cost of services	678	657	1,337	1,290	21	3 %	47	4 %
Pandora and Off-platform:								
Revenue share and royalties	314	275	602	537	39	14 %	65	12 %
Programming and content	14	11	24	22	3	27 %	2	9 %
Customer service and billing	22	23	44	42	(1)	(4)%	2	5 %
Transmission	18	16	29	31	2	13 %	(2)	(6)%
Total Pandora and Off-platform cost of services	368	325	699	632	43	13 %	67	11 %
Total consolidated cost of services	1,046	982	2,036	1,922	64	7 %	114	6 %
Subscriber acquisition costs	91	89	181	175	2	2 %	6	3 %
Sales and marketing	285	240	557	456	45	19 %	101	22 %
Engineering, design and development	72	65	139	130	7	11 %	9	7 %
General and administrative	127	130	250	251	(3)	(2)%	(1)	— %
Depreciation and amortization	135	131	270	263	4	3 %	7	3 %
Impairment, restructuring and acquisition costs	1	(136)	1	108	137	nm	(107)	nm
Total operating expenses	1,757	1,501	3,434	3,305	256	17 %	129	4 %
Income from operations	496	658	1,006	912	(162)	(25)%	94	10 %
Other (expense) income:								
Interest expense	(104)	(103)	(206)	(203)	(1)	(1)%	(3)	(1)%
Other (expense) income	(4)	5	(2)	8	(9)	nm	(10)	nm
Total other (expense) income	(108)	(98)	(208)	(195)	(10)	(10)%	(13)	(7)%
Income before income taxes	388	560	798	717	(172)	(31)%	81	11 %
Income tax expense	(96)	(127)	(197)	(65)	31	24 %	(132)	nm
Net income	\$ 292	\$ 433	\$ 601	\$ 652	\$ (141)	(33)%	\$ (51)	(8)%

nm - not meaningful

Sirius XM Revenue

Sirius XM Subscriber Revenue includes fees charged for self-pay and paid promotional subscriptions, U.S. Music Royalty Fees and other ancillary fees.

For the three months ended June 30, 2022 and 2021, subscriber revenue was \$1,588 and \$1,508, respectively, an increase of 5%, or \$80. For the six months ended June 30, 2022 and 2021, subscriber revenue was \$3,170 and \$2,989, respectively, an increase of 6%, or \$181. The increases were primarily driven by increases of 7% and 8% in ARPU for the three and six month periods, respectively, as a result of higher self-pay revenue and U.S. Music Royalty Fees, partially offset by a decrease in paid promotional subscribers driving lower revenue generated from automakers offering paid promotional subscriptions.

We expect subscriber revenues to increase based on increases in the average price and growth in our self-pay subscriber base.

Sirius XM Advertising Revenue includes the sale of advertising on Sirius XM's non-music channels.

For the three months ended June 30, 2022 and 2021, advertising revenue was \$49 and \$46, respectively, an increase of 7%, or \$3. For the six months ended June 30, 2022 and 2021, advertising revenue was \$97 and \$87, respectively, an increase of 11%, or \$10. The increases were due to a greater number of spots sold and aired primarily on sports and news channels.

We expect our Sirius XM advertising revenue to grow as we improve monetization opportunities through through our advertising sales organization, which we call SXM Media.

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

For the three months ended June 30, 2022 and 2021, equipment revenue was \$45 and \$51, respectively, a decrease of 12%, or \$6. For the six months ended June 30, 2022 and 2021, equipment revenue was \$98 and \$108, respectively, a decrease of 9%, or \$10. The decreases were primarily driven by lower OEM royalties due to supplier cost increases related to the semiconductor supply shortages, partially offset by higher chipset volume.

We expect equipment revenue to remain relatively flat.

Sirius XM Other Revenue includes service and advisory revenue from Sirius XM Canada, revenue from our connected vehicle services, and ancillary revenues.

For the three months ended June 30, 2022 and 2021, other revenue was \$37 and \$38, respectively, a decrease of 3%, or \$1. For the six months ended June 30, 2022 and 2021, other revenue was \$75 and \$74, respectively, an increase of 1%, or \$1. The decrease for the three month period was primarily driven by lower revenue generated by our connected vehicle services, partially offset by higher revenue generated by Sirius XM Canada. The increase for the six month period was driven by higher revenue generated by Sirius XM Canada, partially offset by lower revenue generated by our connected vehicle services.

We expect other revenue to remain relatively flat.

Pandora and Off-platform Revenue

Pandora and Off-platform Subscriber Revenue includes fees charged for Pandora Plus, Pandora Premium and Stitcher subscriptions.

For the three months ended June 30, 2022 and 2021, Pandora and Off-platform subscriber revenue was \$131 and \$133, respectively, a decrease of 2%, or \$2. For the six months ended June 30, 2022 and 2021, Pandora and Off-platform subscriber revenue was \$262 and \$263, respectively, a decrease of less than 1%, or \$1. The decreases were primarily driven by the decrease in Pandora's subscriber base.

We expect Pandora and Off-platform subscriber revenues to remain relatively flat.

Pandora and Off-platform Advertising Revenue is generated primarily from audio, display and video advertising from on-platform and off-platform advertising.

For the three months ended June 30, 2022 and 2021, Pandora and Off-platform advertising revenue was \$403 and \$383, respectively, an increase of 5%, or \$20. For the six months ended June 30, 2022 and 2021, Pandora and Off-platform advertising revenue was \$738 and \$696, respectively, an increase of 6%, or \$42. The increases were primarily due to additional revenue generated by our AdsWizz platform as well as higher podcast revenue from increased downloads.

We expect Pandora and Off-platform advertising revenue to increase as our off-platform and podcast revenue grows.

Total Consolidated Revenue

Total Consolidated Revenue for the three months ended June 30, 2022 and 2021 was \$2,253 and \$2,159, respectively, an increase of 4%, or \$94. Total Consolidated Revenue for the six months ended June 30, 2022 and 2021 was \$4,440 and \$4,217, respectively, an increase of 5%, or \$223.

Sirius XM Cost of Services

Sirius XM Cost of Services includes revenue share and royalties, programming and content, customer service and billing, and transmission expenses.

Sirius XM Revenue Share and Royalties include royalties for transmitting content, including streaming royalties, as well as automaker, content provider and advertising revenue share.

For the three months ended June 30, 2022 and 2021, revenue share and royalties were \$397 and \$387, respectively, an increase of 3%, or \$10, but decreased as a percentage of total Sirius XM revenue. For the six months ended June 30, 2022 and 2021, revenue share and royalties were \$779 and \$766, respectively, an increase of 2%, or \$13, but decreased as a percentage of total Sirius XM revenue. The increases were driven by overall greater revenues subject to revenue share.

We expect our Sirius XM revenue share and royalty costs to increase as our revenues grow.

Sirius XM 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.

For the three months ended June 30, 2022 and 2021, programming and content expenses were \$139 and \$125, respectively, an increase of 11%, or \$14, and increased as a percentage of total Sirius XM revenue. For the six months ended June 30, 2022 and 2021, programming and content expenses were \$268 and \$243, respectively, an increase of 10%, or \$25, and increased as a percentage of total Sirius XM revenue. The increases were driven by higher content licensing costs.

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

Sirius XM 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, bad debt expense, and transaction fees.

For the three months ended June 30, 2022 and 2021, customer service and billing expenses were \$103 and \$105, respectively, a decrease of 2%, or \$2, and decreased as a percentage of total Sirius XM revenue. For the six months ended June 30, 2022 and 2021, customer service and billing expenses were \$207 and \$202, respectively, an increase of 2%, or \$5, but decreased as a percentage of total Sirius XM revenue. The decrease for the three month period was primarily driven by lower call center costs. The increase for the six month period was driven by higher transaction costs and bad debt expense resulting from a higher average self-pay subscriber base, partially offset by lower call center costs.

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

Sirius XM 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 and 360L streaming and connected vehicle services.

For each of the three months ended June 30, 2022 and 2021, transmission expenses were \$36 and decreased as a percentage of total Sirius XM revenue. For the six months ended June 30, 2022 and 2021, transmission expenses were \$77 and \$70, respectively, an increase of 10%, or \$7, and increased as a percentage of total Sirius XM revenue. The increase was primarily driven by higher wireless costs associated with consumers using our 360L platform and our connected vehicle services.

We expect our Sirius XM transmission expenses to increase as costs associated with consumers using our 360L platform rise and investments in internet streaming grow.

Sirius XM 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.

For the three months ended June 30, 2022 and 2021, cost of equipment was \$3 and \$4, respectively, a decrease of 25% or \$1, and decreased as a percentage of total Sirius XM revenue. For the six months ended June 30, 2022 and 2021, cost of equipment was \$6 and \$9, respectively, a decrease of 33% or \$3, and decreased as a percentage of total Sirius XM revenue. The decreases were driven by lower component and accessories sales.

We expect our Sirius XM cost of equipment to fluctuate with the sales of our satellite radios.

Pandora and Off-platform Cost of Services

Pandora and Off-platform Cost of Services includes revenue share and royalties, programming and content, customer service and billing, and transmission expenses.

Pandora and Off-platform Revenue Share and Royalties includes licensing fees paid for streaming music or other content costs related to podcasts as well as revenue share paid to third party ad servers. We make payments to third party ad servers for the period the advertising impressions are delivered or click-through actions occur, and accordingly, we record this as a cost of service in the related period.

For the three months ended June 30, 2022 and 2021, revenue share and royalties were \$314 and \$275, respectively, an increase of 14%, or \$39, and increased as a percentage of total Pandora and Off-platform revenue. For the six months ended June 30, 2022 and 2021, revenue share and royalties were \$602 and \$537, respectively, an increase of 12%, or \$65, and increased as a percentage of total Pandora and Off-platform revenue. The increases were primarily due to costs related to the acquisition of rights to certain podcasts.

We expect our Pandora and Off-platform revenue share and royalties to increase as streaming revenue increases and we incur higher podcast costs.

Pandora and Off-platform Programming and Content includes costs to produce live listener events and promote content.

For the three months ended June 30, 2022 and 2021, programming and content expenses were \$14 and \$11, respectively, an increase of 27%, or \$3, and increased as a percentage of total Pandora and Off-platform revenue. For the six months ended June 30, 2022 and 2021, programming and content expenses were \$24 and \$22, respectively, an increase of 9%, or \$2, and increased as a percentage of total Pandora and Off-platform revenue. The increases were primarily attributable to higher personnel-related costs.

We expect our Pandora and Off-platform programming and content costs to increase as we offer additional programming and produce live listener events and promotions.

Pandora and Off-platform Customer Service and Billing includes transaction fees on subscription purchases through mobile app stores and bad debt expense.

For the three months ended June 30, 2022 and 2021, customer service and billing expenses were \$22 and \$23, respectively, a decrease of 4% or \$1, and decreased as a percentage of total Pandora and Off-platform revenue. For the six months ended June 30, 2022 and 2021, customer service and billing expenses were \$44 and \$42, respectively, an

increase of 5% or \$2, and increased as a percentage of total Pandora and Off-platform revenue. The decrease for the three month period was driven by lower bad debt and transaction fees costs. The increase for the six month period was primarily driven by higher bad debt expense due to recoveries in the first half of 2021.

We expect our Pandora and Off-platform customer service and billing costs to remain relatively flat.

Pandora and Off-platform Transmission includes costs associated with content streaming, maintaining our streaming radio and on-demand subscription services and creating and serving advertisements through third-party ad servers.

For the three months ended June 30, 2022 and 2021, transmission expenses were \$18 and \$16, respectively, an increase of 13%, or \$2, and increased as a percentage of total Pandora and Off-platform revenue. For the six months ended June 30, 2022 and 2021, transmission expenses were \$29 and \$31, respectively, a decrease of 6%, or \$2, and decreased as a percentage of total Pandora and Off-platform revenue. The increase for the three month period was driven by greater data center costs. The decrease for the six month period was driven by lower streaming costs resulting from a decline in listener hours, partially offset by higher personnel-related costs.

We expect our Pandora and Off-platform transmission costs to fluctuate primarily as a result of changes in listener hours.

Operating Costs

Subscriber Acquisition Costs are costs associated with our satellite radio service and 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; product warranty obligations; and freight. The majority of subscriber acquisition costs are incurred and expensed in advance of 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.

For the three months ended June 30, 2022 and 2021, subscriber acquisition costs were \$91 and \$89, respectively, an increase of 2%, or \$2, but decreased as a percentage of total revenue. For the six months ended June 30, 2022 and 2021, subscriber acquisition costs were \$181 and \$175, respectively, an increase of 3%, or \$6, but decreased as a percentage of total revenue. The increases were driven by higher OEM installations.

We expect subscriber acquisition costs to fluctuate with OEM installations. We intend to continue to offer subsidies and other incentives to induce OEMs to include our technology in their vehicles.

Sales and Marketing includes costs for marketing, advertising, media and production, including promotional events and sponsorships; cooperative and artist marketing; and personnel related costs including salaries, commissions, and sales support. Marketing costs include expenses related to direct mail, outbound telemarketing, email communications, social media, television and digital performance media, and third party promotional offers.

For the three months ended June 30, 2022 and 2021, sales and marketing expenses were \$285 and \$240, respectively, an increase of 19%, or \$45, and increased as a percentage of total revenue. For the six months ended June 30, 2022 and 2021, sales and marketing expenses were \$557 and \$456, respectively, an increase of 22%, or \$101, and increased as a percentage of total revenue. The increases were primarily due to additional investments in advertising and marketing to support our brands, digital marketing expenditures as well as higher personnel-related costs.

We anticipate that sales and marketing expenses will increase with growth in our free trial subscriber base, as we expand programs to retain our existing subscribers, win back former subscribers, attract new subscribers and listeners, and as we grow advertising revenue.

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 the design and development costs to incorporate Sirius XM radios into new vehicles manufactured by automakers.

For the three months ended June 30, 2022 and 2021, engineering, design and development expenses were \$72 and \$65, respectively, an increase of 11%, or \$7, and increased as a percentage of total revenue. For the six months ended June 30, 2022 and 2021, engineering, design and development expenses were \$139 and \$130, respectively, an increase of 7%, or \$9, and increased as a percentage of total revenue. The increases were driven by higher cloud hosting 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.

For the three months ended June 30, 2022 and 2021, general and administrative expenses were \$127 and \$130, respectively, a decrease of 2%, or \$3, and decreased as a percentage of total revenue. For the six months ended June 30, 2022 and 2021, general and administrative expenses were \$250 and \$251, respectively, a decrease of less than 1%, or \$1, and decreased as a percentage of total revenue. The decreases were driven by lower personnel-related costs, partially offset by higher legal, data center, and consulting costs.

We expect our general and administrative expenses to remain relatively flat.

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

For the three months ended June 30, 2022 and 2021, depreciation and amortization expense was \$135 and \$131, respectively. For the six months ended June 30, 2022 and 2021, depreciation and amortization expense was \$270 and \$263, respectively. The increases were primarily driven by developed software being placed in service.

Impairment, Restructuring and Acquisition Costs represents impairment charges, net of insurance recoveries, associated with the carrying amount of an asset exceeding the asset's fair value, restructuring expenses associated with the abandonment of certain leased office spaces and acquisition costs.

For the three and six months ended June 30, 2022, impairment, restructuring and acquisition costs were \$1. For the six months ended June 30, 2021, impairment, restructuring and acquisition costs were \$108. During the three months ended June 30, 2022, we recorded \$1 of acquisition costs. During the six month period ended June 30, 2022, we recorded \$3 of acquisition costs which was partially offset by other impairment and restructuring costs of \$2. During the three months ended June 30, 2021, we recorded insurance recoveries related to our SXM-7 satellite of \$140 which was partially offset by acquisition and restructuring costs of \$3. During the six month period ended June 30, 2021, we also recorded \$220 to write down the value of our SXM-7 satellite after it experienced failures of certain payload units during in-orbit testing, and restructuring costs of \$25 resulting from the termination of leased office space.

Other (Expense) Income

Interest Expense includes interest on outstanding debt.

For the three months ended June 30, 2022 and 2021, interest expense was \$104 and \$103, respectively. For the six months ended June 30, 2022 and 2021, interest expense was \$206 and \$203, respectively. The increase was primarily driven by a higher average outstanding debt balance as well as a higher average drawn balance of the Credit Facility, partially offset by lower interest rates.

Other (Expense) Income primarily includes realized and unrealized gains and losses from our Deferred Compensation Plan and other investments, interest and dividend income, our share of the income or loss from equity investments in Sirius XM Canada and SoundCloud, and transaction costs related to non-operating investments.

For the three months ended June 30, 2022 and 2021, other (expense) income was \$(4) and \$5, respectively. For the six months ended June 30, 2022 and 2021, other (expense) income was \$(2) and \$8, respectively. For the three months and six months ended June 30, 2022, we recorded trading losses associated with the investments held for our Deferred Compensation Plan, partially offset by our share of Sirius XM Canada's net income and interest earned on our loan to Sirius XM Canada. For the three and six months ended June 30, 2021, we recorded our share of Sirius XM Canada's net income, interest earned on our loan to Sirius XM Canada, and trading gains associated with the investments held for our Deferred Compensation Plan.

Income Taxes

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

For the three months ended June 30, 2022 and 2021, income tax expense was \$96 and \$127, respectively. For the six months ended June 30, 2022 and 2021, income tax expense was \$197 and \$65, respectively.

Our effective tax rate for the three months ended June 30, 2022 and 2021 was 24.7% and 22.7%, respectively. Our effective tax rate for the six months ended June 30, 2022 and 2021 was 24.7% and 9.1%, respectively. The effective tax rate for the three and six months ended June 30, 2022 was primarily impacted by a benefit associated with the recognition of excess tax benefits related to share-based compensation. The effective tax rate for the three months ended June 30, 2021 was primarily impacted by the recognition of excess tax benefits related to share-based compensation. The effective tax rate for the six months ended June 30, 2021 was primarily impacted by a \$95 benefit associated with a state tax audit settlement and the recognition of excess tax benefits related to share-based compensation. We estimate our effective tax rate for the year ending December 31, 2022 will be approximately 25%.

Key Financial and Operating Performance Metrics

In this section, we present certain financial performance measures, some of which are presented as Non-GAAP items, which include free cash flow and adjusted EBITDA. We also present certain operating performance measures. Our adjusted EBITDA excludes the impact of share-based payment expense. Additionally, when applicable, our adjusted EBITDA metric excludes the effect of significant items that do not relate to the on-going performance of our business. We use these Non-GAAP financial and operating performance measures to manage our business, to set operational goals and as a basis for determining performance-based compensation for our employees. See the accompanying Glossary for more details and for the reconciliation to the most directly comparable GAAP measure (where applicable).

We believe these Non-GAAP financial and operating performance measures provide useful information to investors regarding our financial condition and results of operations. We believe these Non-GAAP financial and operating performance measures may be useful to investors in evaluating our core trends because they provide a more direct view of our underlying costs. We believe investors may use our adjusted EBITDA to estimate our current enterprise value and to make investment decisions. We believe free cash flow provides useful supplemental information to investors regarding our cash available for future subscriber acquisitions and capital expenditures, to repurchase or retire debt, to acquire other companies and our ability to return capital to stockholders. By providing these Non-GAAP financial and operating performance measures, together with the reconciliations to the most directly comparable GAAP measure (where applicable), we believe we are enhancing investors' understanding of our business and our results of operations.

Our 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, our Non-GAAP financial measures may not be comparable to similarly-titled measures by other companies. Please refer to the Glossary for a further discussion of such Non-GAAP financial and operating performance measures and reconciliations to the most directly comparable GAAP measure (where applicable). Subscribers and subscription related revenues and expenses associated with our connected vehicle services and Sirius XM Canada are not included in Sirius XM's subscriber count or subscriber-based operating metrics.

Set forth below are our subscriber balances as of June 30, 2022 compared to June 30, 2021.

<i>(subscribers in thousands)</i>	As of June 30,		2022 vs 2021 Change	
	2022	2021	Amount	%
Sirius XM				
Self-pay subscribers	32,037	31,368	669	2 %
Paid promotional subscribers	1,994	3,108	(1,114)	(36)%
Ending subscribers	34,031	34,476	(445)	(1)%
Sirius XM Canada subscribers	2,574	2,578	(4)	— %
Pandora and Off-platform				
Monthly active users - all services	50,478	55,137	(4,659)	(8)%
Self-pay subscribers	6,319	6,510	(191)	(3)%
Paid promotional subscribers	—	67	(67)	(100)%
Ending subscribers	6,319	6,577	(258)	(4)%

The following table contains our Non-GAAP financial and operating performance measures which are based on our adjusted results of operations for the three and six months ended June 30, 2022 and 2021.

<i>(subscribers in thousands)</i>	For the Three Months Ended June 30,		For the Six Months Ended June 30,		2022 vs 2021 Change			
	2022	2021	2022	2021	Three Months		Six Months	
					Amount	%	Amount	%
Sirius XM								
Self-pay subscribers	23	355	(1)	481	(332)	(94)%	(482)	(100)%
Paid promotional subscribers	54	(378)	—	(719)	432	114 %	719	100 %
Net additions	77	(23)	(1)	(238)	100	435 %	237	100 %
Weighted average number of subscribers	33,953	34,473	33,927	34,468	(520)	(2)%	(541)	(2)%
Average self-pay monthly churn	1.5 %	1.5 %	1.6 %	1.6 %	— %	— %	— %	— %
ARPU ⁽¹⁾	\$ 15.62	\$ 14.57	\$ 15.58	\$ 14.43	\$ 1.05	7 %	\$ 1.15	8 %
SAC, per installation	\$ 16.27	\$ 15.20	\$ 14.46	\$ 12.93	\$ 1.07	7 %	\$ 1.53	12 %
Pandora and Off-platform								
Self-pay subscribers	(9)	118	(5)	231	(127)	(108)%	(236)	(102)%
Paid promotional subscribers	—	3	(69)	5	(3)	(100)%	(74)	(1,480)%
Net additions	(9)	121	(74)	236	(130)	(107)%	(310)	(131)%
Weighted average number of subscribers	6,313	6,518	6,334	6,451	(205)	(3)%	(117)	(2)%
Ad supported listener hours (in billions)	2.84	3.03	5.53	5.90	(0.19)	(6)%	(0.37)	(6)%
Advertising revenue per thousand listener hours (RPM)	\$ 99.75	\$ 100.35	\$ 94.90	\$ 93.26	\$ (0.60)	(1)%	\$ 1.64	2 %
Total Company								
Adjusted EBITDA	\$ 679	\$ 700	\$ 1,369	\$ 1,381	\$ (21)	(3)%	\$ (12)	(1)%
Free cash flow	\$ 435	\$ 550	\$ 693	\$ 761	\$ (115)	(21)%	\$ (68)	(9)%

(1) ARPU for Sirius XM excludes subscriber revenue from our connected vehicle services of \$47 for each of the three months ended June 30, 2022 and 2021, and \$95 and \$92 for the six months ended June 30, 2022 and 2021, respectively.

Sirius XM

Subscribers. At June 30, 2022, Sirius XM had approximately 34,031 subscribers, a decrease of 445, from the approximately 34,476 subscribers as of June 30, 2021. The decrease was due to the decline in paid promotional subscribers generated by automakers driven by a shift to shorter paid trials and unpaid trials as well as a decrease in the seasonally adjusted annual rate of new vehicle sales, partially offset by the growth in our self-pay subscriber base.

For the three months ended June 30, 2022 and 2021, net subscriber additions were 77 and (23), respectively. For the six months ended June 30, 2022 and 2021, net subscriber additions were (1) and (238), respectively. The decrease in self-pay net additions was driven by lower vehicle sales and lower vehicle conversion rates, partially offset by an increase in digital subscribers as well as lower vehicle related and voluntary churn. Paid promotional net additions increased due to a larger impact of the semiconductor supply shortage in the first half of 2021 as well as a shift to free trials at a certain automaker during 2021.

Sirius XM Canada Subscribers. At June 30, 2022, Sirius XM Canada had approximately 2,574 subscribers, a decrease of 4, or less than 1%, from the approximately 2,578 Sirius XM Canada subscribers as of June 30, 2021.

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 for more details.)

For each of the three months ended June 30, 2022 and 2021, our average self-pay monthly churn rate was 1.5%. For each of the six months ended June 30, 2022 and 2021, our average self-pay monthly churn rate was 1.6%.

ARPU is derived from total earned Sirius XM subscriber revenue (excluding revenue derived from our connected vehicle services) and net advertising revenue, divided by the number of months in the period, divided by the daily weighted average number of subscribers for the period. (See the accompanying Glossary for more details.)

For the three months ended June 30, 2022 and 2021, subscriber ARPU - Sirius XM was \$15.62 and \$14.57, respectively. For the six months ended June 30, 2022 and 2021, subscriber ARPU - Sirius XM was \$15.58 and \$14.43, respectively. The increases were driven by increases in certain subscription rates and advertising revenue, partially offset by the impact of the mix of promotional plans.

SAC, Per Installation, is derived from subscriber acquisition costs and margins from the sale of radios, components and accessories (excluding connected vehicle services), divided by the number of satellite radio installations in new vehicles and shipments of aftermarket radios for the period. (See the accompanying Glossary for more details.)

For the three months ended June 30, 2022 and 2021, SAC, per installation, was \$16.27 and \$15.20, respectively. For the six months ended June 30, 2022 and 2021, SAC, per installation, was \$14.46 and \$12.93, respectively. The increases were driven by higher OEM hardware subsidy rates combined with a change in the mix of OEMs.

Pandora and Off-platform

Monthly Active Users. At June 30, 2022, Pandora had approximately 50,478 monthly active users, a decrease of 4,659 monthly active users, or 8%, from the 55,137 monthly active users as of June 30, 2021. The decrease in monthly active users was driven by churn and a decline in the number of new users.

Subscribers. At June 30, 2022, Pandora had approximately 6,319 subscribers, a decrease of 258, or 4%, from the approximately 6,577 subscribers as of June 30, 2021.

For the three months ended June 30, 2022 and 2021, net subscriber additions were (9) and 121, respectively. For the six months ended June 30, 2022 and 2021, net subscriber additions were (74) and 236, respectively. The decreases were driven by a decline in self-pay subscribers.

Ad supported listener hours are a key indicator of our Pandora business and the engagement of our Pandora listeners. We include ad supported listener hours related to Pandora's non-music content offerings in the definition of listener hours.

For the three months ended June 30, 2022 and 2021, ad supported listener hours were 2,842 and 3,029, respectively. For the six months ended June 30, 2022 and 2021, ad supported listener hours were 5,530 and 5,895, respectively. The decreases in ad supported listener hours was primarily driven by the decline in monthly active users.

RPM is a key indicator of our ability to monetize advertising inventory created by our listener hours on the Pandora services. Ad RPM is calculated by dividing advertising revenue by the number of thousands of listener hours of our Pandora advertising-based service.

For the three months ended June 30, 2022 and 2021, RPM was \$99.75 and \$100.35, respectively. For the six months ended June 30, 2022 and 2021, RPM was \$94.90 and \$93.26, respectively. The decrease in the three month period was driven by slightly lower sell-through and pricing. The increase in the six month period was the result of a strong first three months of 2022 driving ad product mix and pricing increases in advertising implemented by Pandora, partially offset by the lower sell-through and pricing noted in the three months ended June 30, 2022.

Total Company

Adjusted EBITDA. Adjusted EBITDA is defined as net income before interest expense, income tax expense and depreciation and amortization. Adjusted EBITDA excludes the impact of other expense (income), loss on extinguishment of debt, other non-cash charges such as share-based payment expense, legal settlements and reserves, and impairment, restructuring and acquisition costs (if applicable). (See the accompanying Glossary for a reconciliation to GAAP and for more details.)

For the three months ended June 30, 2022 and 2021, adjusted EBITDA was \$679 and \$700, respectively, a decrease of 3%, or \$21. For the six months ended June 30, 2022 and 2021, adjusted EBITDA was \$1,369 and \$1,381, respectively, a decrease of 1%, or \$12. The decreases were driven by higher sales and marketing, revenue share and royalties, and programming and content, partially offset by higher subscriber and advertising revenue.

Free Cash Flow includes cash provided by operations, net of additions to property and equipment, and restricted and other investment activity. (See the accompanying Glossary for a reconciliation to GAAP and for more details.)

For the three months ended June 30, 2022 and 2021, free cash flow was \$435 and \$550, respectively, a decrease of \$115, or 21%. For the six months ended June 30, 2022 and 2021, free cash flow was \$693 and \$761, respectively, a decrease of \$68, or 9%. The decrease for the three month period was primarily driven by higher income tax payments and satellite insurance recoveries in 2021. The decrease for the six month period was primarily driven by higher income tax payments, the construction of new satellites, and satellite insurance recoveries in 2021; partially offset by higher receipts from customers.

Liquidity and Capital Resources

The following table presents a summary of our cash flow activity for the six months ended June 30, 2022 compared with the six months ended June 30, 2021.

	For the Six Months Ended June 30,		2022 vs 2021
	2022	2021	
Net cash provided by operating activities	\$ 888	\$ 928	\$ (40)
Net cash used in investing activities	(333)	(190)	(143)
Net cash (used in) provided by financing activities	(620)	311	(931)
Net (decrease) increase in cash, cash equivalents and restricted cash	(65)	1,049	(1,114)
Cash, cash equivalents and restricted cash at beginning of period	199	83	116
Cash, cash equivalents and restricted cash at end of period	\$ 134	\$ 1,132	\$ (998)

Cash Flows Provided by Operating Activities

Cash flows provided by operating activities decreased by \$40 to \$888 for the six months ended June 30, 2022 from \$928 for the six months ended June 30, 2021.

Our largest source of cash provided by operating activities is cash generated by subscription and subscription-related revenues. We also generate cash from the sale of advertising through our Pandora business, advertising on certain non-music channels on Sirius XM 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 listeners and subscribers, general corporate expenditures, and compensation and related costs.

Cash Flows Used in Investing Activities

Cash flows used in investing activities in the six months ended June 30, 2022 were primarily due to spending for capitalized software and hardware, to construct satellites, and acquisitions for total cash consideration of \$137. Cash flows used in investing activities in the six months ended June 30, 2021 were primarily due to spending for capitalized software and hardware and to construct a replacement satellite, and acquisitions for total cash consideration of \$14. We spent \$124 and \$116 on capitalized software and hardware as well as \$51 and \$25 to construct satellites during the six months ended June 30, 2022 and 2021, respectively.

Cash Flows Used in Financing Activities

Cash flows used in financing activities consists of the issuance and repayment of long-term debt, the purchase of common stock under our share repurchase program, the payment of cash dividends and taxes paid in lieu of shares issued for stock-based compensation. Proceeds from long-term debt have been used to fund our operations, construct and launch new satellites, fund acquisitions, invest in other infrastructure improvements and purchase shares of our common stock.

Cash flows used in financing activities in the six months ended June 30, 2022 were primarily due to the payment of cash dividends of \$1,159, the purchase and retirement of shares of our common stock under our repurchase program for \$415, and payment of \$39 for taxes in lieu of shares issued for share-based compensation, partially offset by net borrowings under our Credit Facility of \$510 and an amendment to our Credit Facility to incorporate an Incremental Term Loan borrowing of \$500 (\$499 net of costs) which matures on April 11, 2024. Cash flows provided by financing activities in the six months ended June 30, 2021 were primarily due to the issuance of \$2,000 in aggregate principal amount of 4.00% Senior Notes due 2028, (\$1,976 net of costs); partially offset by the purchase and retirement of shares of our common stock under our repurchase program for \$856, the payment of cash dividends of \$121, payment of \$43 for taxes in lieu of shares issued for share-based compensation, and the repayment of borrowings under our Credit Facility of \$649.

Future Liquidity and Capital Resource Requirements

Based upon our current business plans, we expect to fund operating expenses, capital expenditures, including the construction of replacement satellites, working capital requirements, interest payments, taxes and scheduled maturities of our debt with existing cash, cash flow from operations and borrowings under our Credit Facility. As of June 30, 2022, \$510 was outstanding under our Credit Facility and \$1,240 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, including amounts to construct, launch and insure replacement satellites, as well as fund future stock repurchases, future dividend payments and to pursue 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 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 development and introduction of new features or services; significant new or enhanced distribution arrangements; investments in infrastructure, such as satellites, equipment or radio spectrum; and acquisitions and investments, including acquisitions and investments that are not directly related to our existing business.

We may from time to time purchase our outstanding debt through open market purchases, privately negotiated transactions or otherwise. Purchases or retirement of debt, if any, will depend on prevailing market conditions, liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Capital Return Program

As of June 30, 2022, our board of directors had authorized for repurchase an aggregate of \$18,000 of our common stock. As of June 30, 2022, our cumulative repurchases since December 2012 under our stock repurchase program totaled 3,626 shares for \$16,337, and \$1,663 remained available for additional repurchases under our existing stock repurchase program authorization.

Shares of common stock may be purchased from time to time on the open market and in privately negotiated transactions, including in accelerated stock repurchase transactions and transactions with Liberty Media and its affiliates. We intend to fund the additional repurchases through a combination of cash on hand, cash generated by operations and future borrowings. The size and timing of any purchases will be based on a number of factors, including price and business and market conditions.

On July 14, 2022, our board of directors declared a quarterly dividend in the amount of \$0.0219615 per share of common stock payable on August 31, 2022 to stockholders of record as of the close of business on August 5, 2022. Our board of directors expects to declare regular quarterly dividends, in an aggregate annual amount of \$0.087846 per share of common stock.

Debt Covenants

The indentures governing Sirius XM's senior notes and Pandora's convertible notes and the agreement governing the Sirius XM Credit Facility include restrictive covenants. As of June 30, 2022, we were in compliance with such covenants. For a discussion of our "Debt Covenants," refer to Note 12 to our unaudited consolidated financial statements in this Quarterly Report on Form 10-Q.

Off-Balance Sheet Arrangements

We do not have any significant off-balance sheet arrangements other than those disclosed in Note 15 to our unaudited consolidated financial statements in this Quarterly Report on Form 10-Q 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 15 to our unaudited consolidated financial statements in this Quarterly Report on Form 10-Q.

Related Party Transactions

For a discussion of "Related Party Transactions," refer to Note 11 to our unaudited consolidated financial statements in this Quarterly Report on Form 10-Q.

Critical Accounting Policies and Estimates

For a discussion of our "Critical Accounting Policies and Estimates," refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2021. There have been no material changes to our critical accounting policies and estimates since December 31, 2021.

Glossary

Monthly active users - the number of distinct registered users on the Pandora services, including subscribers, which have consumed content within the trailing 30 days to the end of the final calendar month of the period. The number of monthly active users on the Pandora services may overstate the number of unique individuals who actively use our Pandora service, as one individual may use multiple accounts. To become a registered user on the Pandora services, a person must sign-up using an email address or access our service using a device with a unique identifier, which we use to create an account for our service.

Average self-pay monthly churn - for satellite-enabled subscriptions, the Sirius XM monthly average of self-pay deactivations for the period divided by the average number of self-pay subscribers for the period.

Adjusted EBITDA - EBITDA is defined as net income before interest expense, income tax expense and depreciation and amortization. Adjusted EBITDA is a Non-GAAP financial measure that excludes or adjusts for the impact of other expense (income), loss on extinguishment of debt, other non-cash charges such as share-based payment expense, legal settlements and reserves, and impairment, restructuring and acquisition costs (if applicable). 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 capital structure and purchase price accounting. We believe

investors find this Non-GAAP financial measure useful when analyzing our past operating performance with our current performance and comparing our operating performance to the performance of other communications, entertainment and media companies. We believe investors use adjusted EBITDA to estimate our current enterprise value and to make investment decisions. As a result of large capital investments in our satellite radio system, our results of operations reflect significant charges for depreciation expense. We believe the exclusion of share-based payment expense is useful as it is not directly related to the operational conditions of our business. We also believe the exclusion of the legal settlements and reserves, impairment, restructuring and acquisition related costs, and loss on extinguishment of debt, to the extent they occur during the period, is useful as they are significant expenses not incurred as part of our normal operations for the period.

Adjusted EBITDA has certain limitations in that it does not take into account the impact to our consolidated statements of comprehensive income of certain expenses, including share-based payment expense. 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 unaudited 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:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Net income:	\$ 292	\$ 433	\$ 601	\$ 652
Add back items excluded from Adjusted EBITDA:				
Impairment, restructuring and acquisition costs	1	(136)	1	108
Share-based payment expense ⁽¹⁾	47	47	92	98
Depreciation and amortization	135	131	270	263
Interest expense	104	103	206	203
Other expense (income)	4	(5)	2	(8)
Income tax expense	96	127	197	65
Adjusted EBITDA	\$ 679	\$ 700	\$ 1,369	\$ 1,381

(1) Allocation of share-based payment expense:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Programming and content	\$ 9	\$ 8	\$ 16	\$ 16
Customer service and billing	1	2	3	3
Transmission	1	2	3	3
Sales and marketing	13	13	26	28
Engineering, design and development	9	6	17	17
General and administrative	14	16	27	31
Total share-based payment expense	\$ 47	\$ 47	\$ 92	\$ 98

Free cash flow - is derived from cash flow provided by operating activities plus insurance recoveries on our satellites, net of additions to property and equipment and purchases of other investments. 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. 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 exclude from free cash flow certain items that do not relate to the on-going performance of our business, such as cash flows related to acquisitions, strategic and short-term investments, and net loan activity with related parties and other equity investees. 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” and deducting or adding Restricted and other investment activity from “Net cash provided by operating activities” from the unaudited consolidated statements of cash flows. 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 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. Free cash flow is calculated as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Cash Flow information				
Net cash provided by operating activities	\$ 533	\$ 636	\$ 888	\$ 928
Net cash used in investing activities	(191)	(112)	(333)	(190)
Net cash (used in) provided by financing activities	(292)	541	(620)	311
Free Cash Flow				
Net cash provided by operating activities	533	636	888	928
Additions to property and equipment	(99)	(86)	(196)	(164)
Sale (purchases) of other investments	1	—	1	(3)
Free cash flow	\$ 435	\$ 550	\$ 693	\$ 761

ARPU - Sirius XM ARPU is derived from total earned subscriber revenue (excluding revenue associated with our connected vehicle services) and advertising revenue, divided by the number of months in the period, divided by the daily weighted average number of subscribers for the period.

Subscriber acquisition cost, per installation - or SAC, per installation, is derived from subscriber acquisition costs less margins from the sale of radios and accessories (excluding connected vehicle services), divided by the number of satellite radio installations in new vehicles and shipments of aftermarket radios for the period. SAC, per installation, is calculated as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2022	2021	2022	2021
Subscriber acquisition costs, excluding connected vehicle services	\$ 91	\$ 89	\$ 181	\$ 175
Less: margin from sales of radios and accessories, excluding connected vehicle services	(42)	(47)	(92)	(100)
	\$ 49	\$ 42	\$ 89	\$ 75
Installations (in thousands)	2,974	2,724	6,099	5,791
SAC, per installation ^(a)	\$ 16.27	\$ 15.20	\$ 14.46	\$ 12.93

(a) Amounts may not recalculate due to rounding.

Ad supported listener hours - is based on the total bytes served over our Pandora advertising supported platforms for each track that is requested and served from our Pandora servers, as measured by our internal analytics systems, whether or not a listener listens to the entire track. For non-music content such as podcasts, episodes are divided into approximately track-length parts, which are treated as tracks. To the extent that third-party measurements of advertising hours are not calculated using a similar server-based approach, the third-party measurements may differ from our measurements.

RPM - is calculated by dividing advertising revenue, excluding AdsWizz and other off-platform revenue, by the number of thousands of listener hours on our Pandora advertising-based service.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS

As of June 30, 2022, 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 London Inter-bank Offered Rate ("LIBOR") (except for the Incremental Term Loan which carries a variable interest rate based on the Secured Overnight Financing Rate ("SOFR") plus an applicable rate based on its debt to operating cash flow ratio. LIBOR is the subject of national, international and other regulatory guidance and proposals for reform. On July 27, 2017, the United Kingdom's Financial Conduct Authority ("FCA"), which regulates LIBOR, announced that it intends to phase out LIBOR. On March 5, 2021, the FCA announced that all LIBOR settings will either cease to be provided by any administrator or no longer be representative: (a) immediately after December 31, 2021, in the case of the one week and two month U.S. dollar settings; and (b) immediately after June 30, 2023, in the case of the remaining U.S. dollar settings. The United States Federal Reserve has also advised banks to cease entering into new contracts that use USD LIBOR as a reference rate. The Alternative Reference Rate Committee, a committee convened by the Federal Reserve that includes major market participants, has identified the SOFR, a new index calculated by short-term repurchase agreements, backed by Treasury securities, as its preferred alternative rate for LIBOR. At this time, it is not possible to predict how markets will respond to SOFR or other alternative reference rates as the transition away from the LIBOR benchmarks is anticipated in coming years. Accordingly, the outcome of these reforms is uncertain and any changes in the methods by which LIBOR is determined or regulatory activity related to LIBOR's phaseout could cause LIBOR to perform differently than in the past or cease to exist. The consequences of these developments cannot be entirely predicted, but could include an increase in the cost of our borrowings under the Credit Facility. In addition, we may, in the future, hedge against interest rate fluctuations by using hedging instruments such as swaps, caps, options, forwards, futures or other similar products. These instruments may be used to selectively manage risks, but there can be no assurance that we will be fully protected against material interest rate fluctuations.

ITEM 4. CONTROLS AND PROCEDURES

Controls and Procedures

We maintain a set of disclosure controls and procedures designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act of 1934, is recorded, processed, summarized and reported within the time periods specified in SEC 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. The design of any disclosure controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives.

As of June 30, 2022, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer 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 Securities Exchange Act of 1934). 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 June 30, 2022.

Changes in Internal Control Over Financial Reporting

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 Securities Exchange Act of 1934) during the quarter ended June 30, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION**ITEM 1. LEGAL PROCEEDINGS**

For a discussion of our “Legal Proceedings,” refer to Note 15 to our unaudited consolidated financial statements in this Quarterly Report on Form 10-Q.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in response to Part I, “Item 1A. Risk Factors,” of our Annual Report on Form 10-K for the year ended December 31, 2021 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

As of June 30, 2022, our board of directors had approved for repurchase an aggregate of \$18.0 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 June 30, 2022, our cumulative repurchases since December 2012 under our stock repurchase program totaled 3.6 billion shares for \$16.3 billion, and \$1.7 billion remained available under our existing \$18.0 billion stock repurchase program. The size and timing of these purchases 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, as amended, during the quarter ended June 30, 2022:

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)
April 1, 2022 - April 30, 2022	4,499,958	\$ 6.38	4,499,958	\$ 1,851,824,801
May 1, 2022 - May 31, 2022	14,024,234	\$ 6.16	14,024,234	\$ 1,765,418,533
June 1, 2022 - June 30, 2022	16,750,000	\$ 6.11	16,750,000	\$ 1,663,135,758
Total	35,274,192	\$ 6.16	35,274,192	

(a) These amounts include fees and commissions associated with the shares repurchased.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

See Exhibit Index attached hereto, which is incorporated herein by reference.

EXHIBIT INDEX

Exhibit	Description
10.1	Amendment No. 6, dated as of April 11, 2022, 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 April 11, 2022 (File No. 001-34295)).
10.2	Employment Agreement, dated June 28, 2022, between Sirius XM Radio Inc. and Joseph A. Verbrugge (incorporated by reference to Exhibit 10.1 to Sirius XM Holdings Inc.'s Current Report on Form 8-K filed on June 29, 2022 (File No. 001-34295)).
31.1	Certificate of Jennifer C. Witz, Chief Executive Officer and Director, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certificate of Sean S. Sullivan, Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certificate of Jennifer C. Witz, Chief Executive Officer and Director, 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 Sean S. Sullivan, 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).
101.1	The following financial information from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 formatted in Inline eXtensible Business Reporting Language (Inline XBRL): (i) Consolidated Statements of Comprehensive Income (Unaudited) for the three and six months ended June 30, 2022 and 2021; (ii) Consolidated Balance Sheets as of June 30, 2022 (Unaudited) and December 31, 2021; (iii) Consolidated Statements of Stockholders' Equity (Deficit) for the three and six months ended June 30, 2022 and 2021 (Unaudited); (iv) Consolidated Statements of Cash Flows (Unaudited) for the six months ended June 30, 2022 and 2021; and (v) Notes to Consolidated Financial Statements (Unaudited).
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, formatted in Inline XBRL.

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 other than 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 as of the date they were made and may not describe the actual state of affairs for any other purpose or at any other time.

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 28th day of July 2022.

SIRIUS XM HOLDINGS INC.

By: /s/ Sean S. Sullivan

Sean S. Sullivan
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Authorized Officer)

**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 Quarterly Report of Sirius XM Holdings Inc. (the “Company”) on Form 10-Q for the quarterly period ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Sean S. Sullivan, 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/ SEAN S. SULLIVAN
Sean S. Sullivan
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

July 28, 2022

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.