

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person * <u>Liberty Media Corp</u> (Last) (First) (Middle) <u>12300 LIBERTY BOULEVARD</u> (Street) <u>ENGLEWOOD CO 80112</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SIRIUS XM HOLDINGS INC. [SIRI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>2.125% Exch. Sr. Debentures due 2048 (obligation to sell)</u>	<u>(1)(2)</u>	<u>03/08/2023</u>		<u>p(1)(2)</u>		<u>\$115,948,000</u>		<u>(2)</u>	<u>03/31/2048</u>	<u>Common Stock</u>	<u>14,457,811</u>	<u>\$112,139,108.2⁽³⁾</u>	<u>\$284,052,000</u>	<u>D</u>	

Explanation of Responses:

- Each \$1,000 original principal amount of 2.125% exchangeable senior debentures due 2048 (the "Debentures") is exchangeable for 124.6922 shares of the issuer's common stock, par value \$0.001 per share (the "Common Stock"), settled only in cash based on the value of the shares of Common Stock.
- Each Debenture is exchangeable at the option of the holder during specified periods as set forth in the Remarks section. Holders of the Debentures may put them to the reporting person on April 7, 2023, or prior thereto following the occurrence of a "fundamental change," and the Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after April 7, 2023 at any time, or (ii) in whole, but not in part, prior to April 7, 2023, after the occurrence of certain conditions or events.
- On March 8, 2023, the reporting person repurchased, in cash, \$115,948,000 aggregate original principal amount of the Debentures. Holders of the Debentures received payment of \$967.15 for each \$1,000 original principal amount of the Debentures accepted for purchase, plus accrued and unpaid interest.

Remarks:

Each Debenture is exchangeable at the option of the holder, subject to certain terms and conditions, during specified periods after: (i) the market value of the underlying Common Stock exceeds 130% of the principal amount of the Debenture; (ii) the trading price of a Debenture is less than 98% of the market value of the underlying Common Stock; (iii) the occurrence of a "fundamental change" or a "make-whole fundamental change" with respect to a significant reference company; (iv) the Debenture is called for redemption; (v) the reporting person elects to transfer its obligations under the Debentures and the indenture governing the Debentures to a "qualified successor entity" and the reporting person does not provide an irrevocable, full and unconditional guarantee of the "qualified successor entity's" payment obligations thereunder; and (vi) the issuer of the Common Stock declares or makes a dividend or distribution that, pursuant to the terms of the Debentures, would reduce the principal amount of the Debentures to \$0.00 or such principal amount is otherwise reduced to \$0.00. The Debentures are also exchangeable at any time during the period commencing on January 1, 2023 through the close of business on the second scheduled trading day immediately preceding April 7, 2023, and during the period commencing on January 1, 2048 through the close of business on the second scheduled trading day immediately preceding the maturity date of the Debentures.

Liberty Media Corporation By: /s/
Brittany A. Uthoff Title: Vice President 03/10/2023

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.