

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-34295

**SIRIUS XM HOLDINGS INC.**<sup>1</sup>

(Exact name of registrant as specified in its charter)

**1221 Avenue of the Americas, 35<sup>th</sup> Floor, New York, NY 10020**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

(Title of each class of securities covered by this Form)

**Not Applicable**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 1

<sup>1</sup> On September 9, 2024, Sirius XM Holdings Inc. ("Old Sirius") and Liberty Media Corporation ("Liberty") consummated a series of transactions pursuant to which Liberty separated the Liberty SiriusXM Group from Liberty by means of a redemptive split-off of Liberty Sirius XM Holdings Inc. ("New Sirius"). Radio Merger Sub, LLC ("Merger Sub"), a wholly owned subsidiary of New Sirius then merged (the "Merger") with and into Old Sirius as contemplated by the Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 11, 2023, by and among Old Sirius, Liberty, New Sirius and Merger Sub, as amended by the First Amendment to the Agreement and Plan of Merger, dated June 17, 2024, by and among Old Sirius, Liberty, New Sirius and Merger Sub. As part of the Merger, New Sirius was renamed Sirius XM Holdings Inc. and Old Sirius was renamed Sirius XM Inc. The Merger constitutes a succession for purposes of Rule 12g-3(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This Form 15 relates solely to the reporting obligations of Old Sirius, which is now a wholly-owned subsidiary of New Sirius, under the Exchange Act, and does not affect the reporting obligations of New Sirius, which is the successor to Old Sirius under the Exchange Act.

Pursuant to the requirements of the Securities Exchange Act of 1934, Sirius XM Holdings Inc., has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**SIRIUS XM HOLDINGS INC.**

Date: September 9, 2024

By: /s/ Patrick L. Donnelly  
Name: Patrick L. Donnelly  
Title: Executive Vice President,  
General Counsel and Secretary