**As filed with the Securities and Exchange Commission on July 30, 2026.**

**Registration No. 333-**

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

**FORM S-8**
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

# Sirius XM Holdings Inc.

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

| | |
|---|---|
| **Delaware** | **93-4680139** |
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification Number)** |

**1221 Avenue of the Americas, 35th Floor**
**New York, New York 10020**
**(Address of registrant's principal executive offices, including zip code)**

**Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan**
**(Full title of the plan)**

**Eve Konstan, Esq.**
**Executive Vice President, Chief Legal Officer and Secretary**
**Sirius XM Holdings Inc.**
**1221 Avenue of the Americas, 35th Floor**
**New York, New York 10020**
**(212) 584-5100**
**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

***With copies of all notices, orders and communications to:***
**Karen Hsu Kelley, Esq.**
**Simpson Thacher & Bartlett LLP**
**425 Lexington Avenue**
**New York, New York 10017**
**(212) 455-2000**

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 | x | 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 7(a)(2)(B) of the Securities Act. ¨

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Sirius XM Holdings Inc., a Delaware corporation (the “Registrant”), for the purpose of registering an additional 7,200,000 shares of the Registrant’s common stock, par value $0.001 per share (the “Common Stock”), to be issued under the Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan as amended by Amendment No. 1 to the plan (as amended, the “Plan) which was approved by the Registrant’s stockholders at its 2026 Annual Meeting of Stockholders held on May 28, 2026. Pursuant to General Instruction E to Form S-8, the contents of the effective registration statement of the Registrant on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) relating to the Plan (Registration Statement No. 333-282066), including the information contained therein, is incorporated by reference herein.

## PART II
## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed by the Registrant with the Commission, are incorporated herein by reference:

(a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the Commission on February 5, 2026;

(b) The Registrant’s Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2026, filed with the Commission on April 30, 2026, and for the quarterly period ended June 30, 2026, filed with the Commission on July 30, 2026;

(c) The Registrant’s Current Reports on Form 8-K filed with the Commission on January 29, 2026, February 26, 2026, February 27, 2026, March 4, 2026, March 5, 2026, March 10, 2026, June 1, 2026 and July 30, 2026; and

(d) The description of the Registrant’s Common Stock contained in the Form 8-A (File No. 000-56686) filed with the Commission on September 9, 2024, relating to the Registrant’s Common Stock, including any amendment or report filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement.

| Exhibit No. | Document |
|---|---|
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Commission on September 10, 2024). |
| 4.2 | Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the Commission on September 10, 2024). |
| 4.3 | Form of Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.1 filed with the Form S-4 (File No. 333-276758) filed with the Commission on July 19, 2024). |
| 4.4 | Amendment No. 1 to The Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Commission on June 1, 2026). |
| 5.1 | Opinion of Simpson Thacher & Bartlett LLP.* |
| 23.1 | Consent of KPMG LLP.* |
| 23.3 | Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).* |
| 24.1 | Power of Attorney (included in the signature page to this Registration Statement).* |
| 107 | Filing Fee Table.* |

* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 30, 2026.

**SIRIUS XM HOLDINGS INC.**

By: /s/ Eve Konstan
Eve Konstan
Executive Vice President, Chief Legal Officer and Secretary

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers of the Registrant, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933, hereby constitute and appoint Eve Konstan and Ruth A. Ziegler, and each of them, any of whom may act without joinder of the other, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any or all amendments or supplements to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 Registration Statement has been signed by the following persons in the capacities indicated on this 30th day of July, 2026.

| Signature | Title |
|---|---|
| /s/ Jennifer C. Witz<br>Jennifer C. Witz | Chief Executive Officer<br>(Principal Executive Officer) and Director |
| /s/ Zac Coughlin<br>Zac Coughlin | Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) |
| /s/ Gregory B. Maffei<br>Gregory B. Maffei | Chairman of the Board of Directors and Director |
| /s/ Eddy W. Hartenstein<br>Eddy W. Hartenstein | Director |
| /s/ Evan D. Malone<br>Evan D. Malone | Director |
| /s/ Jonelle Procope<br>Jonelle Procope | Director |
| /s/ Michael Rapino<br>Michael Rapino | Director |
| /s/ Kristina M. Salen<br>Kristina M. Salen | Director |
| /s/ Dave Stephenson<br>Dave Stephenson | Director |
| /s/ Anjali Sud<br>Anjali Sud | Director |
| /s/ David M. Zaslav<br>David M. Zaslav | Director |

**Exhibit 5.1**

Simpson Thacher & Bartlett LLP

425 LEXINGTON AVENUE
NEW YORK, NY 10017-3954

TELEPHONE: +1-212-455-2000
FACSIMILE: +1-212-455-2502

Direct Dial Number E-mail Address

July 30, 2026

Sirius XM Holdings Inc.
1221 Avenue of the Americas, 35th Floor
New York, New York 10020

To the Addressee Stated Above:

We have acted as counsel to Sirius XM Holdings Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance by the Company of up to an aggregate of 7,200,000 shares of common stock, par value $0.001 per share (the "Shares"), which may be issued pursuant to the Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan, as amended (the "Plan").

We have examined the Registration Statement and the Plan, which has been filed with the Commission as an exhibit to the Registration Statement. In addition, we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinion set forth below, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that upon issuance and delivery in accordance with the provisions of the Plan, any newly issued Shares will be validly issued, fully paid and nonassessable.

Our opinion set forth above is limited to our review of only the statutes, rules and regulations that, in our experience, are customarily applicable to transactions of the type provided for in the Plan and exclude statutes, rules and regulations that are part of a regulatory scheme applicable to any party or any of their affiliates due to the specific assets or business of such party or such affiliates.

We do not express any opinion herein concerning any law other than the law of the State of Delaware.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Simpson Thacher & Bartlett LLP

SIMPSON THACHER & BARTLETT LLP

KPMG LLP Two Manhattan West
375 9th Avenue, 17th Floor
New York, NY 10001

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated February 5, 2026, with respect to the consolidated financial statements of Sirius XM Holdings Inc. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

KPMG LLP

New York, New York
July 30, 2026

# Calculation of Filing Fee Tables

# S-8

# SIRIUS XM HOLDINGS INC.

**Table 1: Newly Registered Securities**

| | Security Type | Security Class Title | Fee Calculation Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|---|---|---|---|---|---|---|---|---|
| 1 | Equity | Common Stock | Other | 7,200,000 | $ 29.96 | $ 215,712,000.00 | 0.0001381 | $ 29,789.83 |
| | | | | Total Offering Amounts: | | $ 215,712,000.00 | | $ 29,789.83 |
| | | | | Total Fee Offsets: | | | | $ 0.00 |
| | | | | Net Fee Due: | | | | $ 29,789.83 |

**Offering Note**

1

1.a. The registration statement covers a maximum aggregate of 7,200,000 shares of the common stock, par value $0.001 per share ("Common Stock"), of Sirius XM Holdings Inc. (the "Company") approved for issuance under the Sirius XM Holdings Inc. 2024 Long-Term Stock Incentive Plan, as amended (the "LTIP").

1.b. Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of the registration fee have been computed on the basis of the average of the high and low prices per share of the Common Stock of the Company reported on the Nasdaq Global Select Market on July 24, 2026.

1.c. Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers an indeterminate number of additional shares which may be offered and issued under the LTIP to prevent dilution resulting from stock splits, stock dividends, anti-dilution provisions or similar transactions.

---

**Table 2: Fee Offset Claims and Sources** ☑**Not Applicable**

| | | Registrant or Filer Name | Form or Filing Type | File Number | Initial Filing Date | Filing Date | Fee Offset Claimed | Security Type Associated with Fee Offset Claimed | Security Title Associated with Fee Offset Claimed | Unsold Securities Associated with Fee Offset Claimed | Unsold Aggregate Offering Amount Associated with Fee Offset Claimed | Fee Paid with Fee Offset Source |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Rule 457(p)** | | | | | | | | | | | | |
| Fee Offset Claims | | | | | | | | | | | | |
| Fee Offset Sources | | | | | | | | | | | | |