SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

SIRIUS XM HOLDINGS INC.

(Name of Issuer)

Common Stock, par value $0.001 per share

(Title of Class of Securities)

829933100

(CUSIP Number)

Steven Miller
c/o Liberty Media Corporation, 12300 Liberty Boulevard
Englewood, CO, 80121
303-324-3828

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/06/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP Number(s):	829933100

1	**Name of reporting person** John C. Malone
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☐ (b)
3	**SEC use only**

4	**Source of funds (See Instructions)** OO	
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐	
6	**Citizenship or place of organization** UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	**Sole Voting Power** 16,023,965.00
	8	**Shared Voting Power** 103,056.00
	9	**Sole Dispositive Power** 16,023,965.00
	10	**Shared Dispositive Power** 103,056.00
11	**Aggregate amount beneficially owned by each reporting person** 16,127,021.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 4.8 %	
14	**Type of Reporting Person (See Instructions)** IN	

Comment for Type of Reporting Person:
Note to Rows 7, 9, and 11: Includes 1,045,714 shares of the common stock, par value $0.001 per share ("Common Stock"), of Sirius XM Holdings Inc. (the "Issuer"), held in a revocable trust (the "LM Revocable Trust") with respect to which John C. Malone ("Mr. Malone") and Mr. Malone's wife, Mrs. Leslie Malone ("Mrs. Malone"), are trustees. Mrs. Malone has the right to revoke the LM Revocable Trust at any time. Mr. Malone disclaims beneficial ownership of the shares held by the LM Revocable Trust.

Note to Rows 7, 9, and 11: Includes 13,097,251 shares of Common Stock held in a revocable trust (the "JM Revocable Trust") with respect to which Mr. Malone is trustee. Mr. Malone has the right to revoke the JM Revocable Trust at any time.

Note to Rows 7, 9, and 11: Includes 1,881,000 shares of Common Stock held by a limited liability company of which Mr. Malone is a member and which Mr. Malone has the sole power to direct the voting with respect to such shares.

Note to Rows 8, 10, and 11: Includes 103,056 shares of Common Stock held by a trust (the "Trust"), which is managed by an independent trustee and one of Mr. Malone's adult children, and of which the beneficiary is one of Mr. Malone's adult children. Mr. Malone has no pecuniary interest in the Trust, but he retains the right to substitute assets held by the Trust. Mr. Malone disclaims beneficial ownership of the shares held by the Trust.

Note to Row 13: Calculated based upon the 336,486,715 shares of Common Stock outstanding as of October 27, 2026, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2026.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value $0.001 per share

(b) Name of Issuer:

SIRIUS XM HOLDINGS INC.

(c) **Address of Issuer's Principal Executive Offices:**

1290 AVENUE OF THE AMERICAS, 11TH FLOOR, New York, NEW YORK , 10104.

Item 1 Comment:
This Amendment No. 2 (this "Amendment") to Schedule 13D amends the Schedule 13D filed by John C. Malone (Mr. Malone) with the Securities and Exchange Commission (the "SEC") on September 9, 2024 (the "Original Statement") as amended by Amendment No. 1 filed with the SEC by Mr. Malone on June 10, 2026. ("Amendment No. 1"). The Amendment together with the Original Statement and Amendment No. 1 are referred to as the "Statement" and relate to the common stock, par value $0.001 per share ("Common Stock") of Sirius XM Holdings Inc., a Delaware corporation (the "Issuer"), beneficially owned by Mr. Malone. This Amendment is filed to disclose that the Reporting Person ceased to be the beneficial owner of more than five percent of the outstanding shares of Common Stock. Capitalized terms used but not defined in this Amendment have the meanings given to such terms in the Statement. Except as set forth herein, the Original Statement is unmodified.

Item 5. **Interest in Securities of the Issuer**

(a) Mr. Malone beneficially owns 16,127,021 shares of Common Stock, including (i) 1,045,714 shares held by a revocable trust (the "LM Revocable Trust") with respect to which Mr. Malone and his wife are trustees and as to which shares Mr. Malone disclaims beneficial ownership, (ii) 13,097,251 shares held by a revocable trust (the "JM Revocable Trust") with respect to which Mr. Malone is trustee, (iii) 1,881,000 shares held by a limited liability company (the "LLC") of which Mr. Malone is a member and which Mr. Malone has the sole power to direct the voting with respect to such shares, and (iv) 103,056 shares held by a trust (the "Trust") over which Mr. Malone has a right of substitution, which is managed by an independent trustee and one of Mr. Malone's adult children, and the beneficiary of which is one of Mr. Malone's adult children and as to which shares Mr. Malone disclaims beneficial ownership, which represent approximately 4.8% of the outstanding shares of Common Stock, calculated based on the 336,486,715 shares of Common Stock outstanding as of October 27, 2026, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the SEC on October 29, 2026.

Mr. Malone and, to his knowledge, the LM Revocable Trust, the JM Revocable Trust and the LLC, each have the sole power to vote and to dispose of, or to direct the voting or disposition of, their respective shares of Common Stock. To Mr. Malone's knowledge, the Trust has the sole power to vote and to dispose of, or to direct the voting or disposition of, the shares of Common Stock held by the Trust, except that Mr. Malone is permitted under the terms of the Trust to substitute assets in the Trust and thereby may acquire any shares held in the Trust at any time.

(b) Mr. Malone beneficially owns 16,127,021 shares of Common Stock, including (i) 1,045,714 shares held by a revocable trust (the "LM Revocable Trust") with respect to which Mr. Malone and his wife are trustees and as to which shares Mr. Malone disclaims beneficial ownership, (ii) 13,097,251 shares held by a revocable trust (the "JM Revocable Trust") with respect to which Mr. Malone is trustee, (iii) 1,881,000 shares held by a limited liability company (the "LLC") of which Mr. Malone is a member and which Mr. Malone has the sole power to direct the voting with respect to such shares, and (iv) 103,056 shares held by a trust (the "Trust") over which Mr. Malone has a right of substitution, which is managed by an independent trustee and one of Mr. Malone's adult children, and the beneficiary of which is one of Mr. Malone's adult children and as to which shares Mr. Malone disclaims beneficial ownership, which represent approximately 4.8% of the outstanding shares of Common Stock, calculated based on the 336,486,715 shares of Common Stock outstanding as of October 27, 2026, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the SEC on October 29, 2026.

Mr. Malone and, to his knowledge, the LM Revocable Trust, the JM Revocable Trust and the LLC, each have the sole power to vote and to dispose of, or to direct the voting or disposition of, their respective shares of Common Stock. To Mr. Malone's knowledge, the Trust has the sole power to vote and to dispose of, or to direct the voting or disposition of, the shares of Common Stock held by the Trust, except that Mr. Malone is permitted under the terms of the Trust to substitute assets in the Trust and thereby may acquire any shares held in the Trust at any time.

(c) On October 29, 2026, the JM Revocable Trust disposed of 81,275 shares of Common Stock in the settlement of over-the-counter call options previously entered into with a financial institution counterparty at a price of $24.31 per share.

On October 30, 2026, the JM Revocable disposed of 93,500 shares of Common Stock in the settlement of over-the-counter call options previously entered into with a financial institution counterparty at a price of $24.31 per share.

On November 6, 2026, the JM Revocable Trust transferred 2,000,000 shares of Common Stock to a trust in which Mr. Malone is the sole trustee and on November 6, 2026, the trust sold 2,000,000 shares of Common Stock in a series of open market transactions at prices ranging from $32.29 per share to $32.73 per share. The volume weighted average purchase price for the transactions was $32.51 per share.

(d) Not applicable.

(e) On November 6, 2026, the Reporting Person ceased to be the beneficial owner of more than five percent of the outstanding shares of Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

John C. Malone

Signature: **/s/ John C. Malone**
Name/Title: **John C. Malone**
Date: **11/09/2026**