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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 1, 2017 (September 1, 2017)

SIRIUS XM HOLDINGS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-34295
(Commission
File Number)

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

1290 Avenue of the Americas, 11th Fl., New York, NY
(Address of Principal Executive Offices)

10104
(Zip Code)

Registrant's telephone number, including area code: (212) 584-5100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

Item 1.02 Termination of a Material Definitive Agreement.

As previously announced, on August 2, 2017, Sirius XM Radio Inc. (“SiriusXM”) issued a redemption notice pursuant to the indenture governing its 5.25% Senior Secured Notes due 2022 (the “2022 Notes”) to redeem all of the outstanding 2022 Notes. As of June 30, 2017, SiriusXM had \$400 million aggregate principal amount of 2022 Notes outstanding.

On September 1, 2017 (the “Redemption Date”), SiriusXM deposited sufficient funds with U.S. Bank National Association (the “Trustee”) to redeem all of the outstanding 2022 Notes at a redemption price of 102.625% of the principal amount thereof plus accrued and unpaid interest and additional interest, if any, on the 2022 Notes redeemed, to, but excluding, the Redemption Date (the “Redemption Price”). On the Redemption Date, the Redemption Price was paid to holders of the 2022 Notes, the indenture governing the 2022 Notes was satisfied and discharged and all security interests and other liens securing the 2022 Notes was released.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIRIUS XM HOLDINGS INC.

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

Dated: September 1, 2017