

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Verbrugge Joseph A <small>(Last) (First) (Middle)</small> 1290 AVENUE OF THE AMERICAS <small>(Street)</small> NEW YORK, NY 10104 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP, Sales and Development 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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			
Common Stock	02/01/2018		M		2,730,483	A	\$ 4.01	2,986,689	D	
Common Stock	02/01/2018		M		537,375	A	\$ 3.3699	3,524,064	D	
Common Stock	02/01/2018		M		479,450	A	\$ 3.92	4,003,514	D	
Common Stock	02/01/2018		M		434,320	A	\$ 3.61	4,437,834	D	
Common Stock	02/01/2018		A		81,833 (1)	A	\$ 0	4,519,667	D	
Common Stock	02/01/2018		S		863,570	D	\$ 6.0989 (2)	3,656,097	D	
Common Stock	02/01/2018		F		3,318,058	D	\$ 6.11 (3)	338,039	D	

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

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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 Underlying Securities (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 of Derivative Security: 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				
Stock Option (Right to Buy)	\$ 6.11	02/01/2018		A		452,878 (4)		02/01/2019	02/01/2028	Common Stock	452,878	\$ 6.11	452,878	D	
Stock Option (Right to Buy)	\$ 3.3699	02/01/2018		M		537,375		08/05/2015	08/05/2024	Common Stock	537,375	\$ 3.3699	179,125	D	
Stock Option (Right to Buy)	\$ 3.92	02/01/2018		M		479,450		08/05/2016	08/05/2025	Common Stock	479,450	\$ 3.92	479,450	D	
Stock Option (Right to Buy)	\$ 3.61	02/01/2018		M		434,320		08/19/2014	08/19/2023	Common Stock	434,320	\$ 3.61	0	D	
Stock Option (Right to Buy)	\$ 4.01	02/01/2018		M		2,730,483		12/11/2016	12/11/2025	Common Stock	2,730,483	\$ 4.01	1,365,241	D	

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Verbrugge Joseph A 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104			EVP, Sales and Development	

Signatures

/s/Patrick L. Donnelly, attorney in fact		02/05/2018
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

(1) Approximately one-third of restricted stock units will vest on each of 2/1/19, 2/1/20 and 2/1/21.

(2) Represents the weighted average sales price for the price increments ranging from \$6.06 to \$6.17. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Represents the exercise price of the stock option referenced in Table II and associated taxes which was paid by way of the withholding by the Company of shares with a value equal to the exercise price and such taxes.

(4) Approximately one-third of options will vest on each of 2/1/19; 2/1/20 and 2/1/21.

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

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