

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>MOONEY JAMES</b>			2. Issuer Name and Ticker or Trading Symbol <b>SIRIUS XM HOLDINGS INC. [(SIRD)]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/22/2018</b>					
1290 AVENUE OF THE AMERICAS								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
NEW YORK, NY 10104								
(City)			(State)			(Zip)		

**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	05/22/2018		M		61,634	A	\$ 3.155	182,710	D	
Common Stock	05/22/2018		M		57,596	A	\$ 1.91	240,306	D	
Common Stock	05/22/2018		M		57,075	A	\$ 3.9	297,381	D	
Common Stock	05/22/2018		M		49,059	A	\$ 3.515	346,440	D	
Common Stock	05/22/2018		M		29,952	A	\$ 2.275	376,392	D	
Common Stock	05/22/2018		M		25,503	A	\$ 0.9494	401,895	D	
Common Stock	05/22/2018		M		19,875	A	\$ 3.96	421,770	D	
Common Stock	05/22/2018		M		12,200	A	\$ 4.86	433,970	D	
Common Stock	05/22/2018		F		133,029	D	\$ 6.99 (1)	300,941	D	
Common Stock	05/22/2018		S		179,865	D	\$ 6.9432 (2)	121,076	D	
Common Stock								9,100	I	By Custodian For Child

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 4.86	05/22/2018		M		12,200	05/19/2018	05/19/2027	Common Stock	12,200	\$ 4.86	24,400	D	
Stock Option (Right to Buy)	\$ 3.155	05/22/2018		M		61,634	05/20/2015	05/20/2024	Common Stock	61,634	\$ 3.155	0	D	

Stock Option (Right to Buy)	\$ 3.9	05/22/2018		M		57,075	05/20/2016	05/20/2025	Common Stock	57,075	\$ 3.9	19,025	D
Stock Option (Right to Buy)	\$ 3.515	05/22/2018		M		49,059	05/22/2014	05/22/2023	Common Stock	49,059	\$ 3.515	0	D
Stock Option (Right to Buy)	\$ 1.91	05/22/2018		M		57,596	05/23/2013	05/23/2022	Common Stock	57,596	\$ 1.91	0	D
Stock Option (Right to Buy)	\$ 3.96	05/22/2018		M		19,875	05/25/2017	05/25/2026	Common Stock	19,875	\$ 3.96	59,625	D
Stock Option (Right to Buy)	\$ 2.275	05/22/2018		M		29,952	05/26/2012	05/26/2021	Common Stock	29,952	\$ 2.275	0	D
Stock Option (Right to Buy)	\$ 0.9494	05/22/2018		M		25,503	05/27/2011	05/27/2020	Common Stock	25,503	\$ 0.9494	0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOONEY JAMES 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104	X			

## Signatures

/s/Patrick L. Donnelly, attorney in fact		05/23/2018
<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) Represents the exercise price of the stock options referenced in Table II which was paid by way of the withholding by the Company of shares with a value equal to the exercise price.
- (2) Represents the weighted average sales price for the price increments ranging from \$6.93 to \$6.95. 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.

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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