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

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

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

Name and Address of Reporting Person * Hickenlooper Robin S			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]					5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner				
(Last) (First) (Middle) 12300 LIBERTY BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 11/29/2021					-	Office	r (give title belo	ow)(Other (specify be	elow)
(Street) ENGLEWOOD, CO 80112			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City)	(State)	(Zip)	Та	ble I - No	1-Derivati	ve Seci	urities A	Acquir	red, Dispo	osed of, or I	Beneficially (Owned	
1.Title of Security (Instr. 3)	I	. Transaction Date Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr. 8)	(A)	4. Securities Acquir (A) or Disposed of ((Instr. 3, 4 and 5)		(D) Beneficia		ally Owned Following Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial Ownership
			(World Bay Tear)	Code	V Am	,	(A) or (D) I	Price	(msu. 3 a	or Ir (I)		or Indirect	(Instr. 4)
Common Stock	1	1/29/2021		A	97	<u>(1)</u> A	A 5	80	27,206			D	
Reminder: Report on a	separate line for 6	each class of secur	ities beneficially ow		•	•	respon	d to t	he collec	tion of inf	ormation	SEC	474 (9-02)
Reminder: Report on a	separate line for o	Table II - I	Derivative Securities, on the securities.	es Acquire	Persons containe the form ed, Dispos	who r d in th displa	his form ays a c or Bene	n are urren ficiall	not requ tly valid		ormation spond unlead trol number	ss	474 (9-02)
1. Title of Derivative Security (Instr. 3) Conversion or Exercise of Derivative Security	3. Transaction Date	Table II - I (a 3A. Deemed Execution Dat an)	Derivative Securities, puts, calls, wa 4. Transaction Code (Instr. 8)	es Acquire rrants, op	Persons contained the form ed, Dispositions, con 6. Date E and Expi (Month/I	who r d in th displa ed of, overtible xercisa ration [his formays a coor Beneble securional	ficially ficially fities) 7. Tit Amou Unde Secur	not requitly valid y Owned tle and unt of erlying	OMB conf	pond unle	of 10. Ownersh Form of Derivativ Security: Direct (I or Indire	11. Nat of Indir Benefic Owners (Instr. 4

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Hickenlooper Robin S 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	X					

Signatures

/s/Patrick L. Donnelly, attorney in fact	11/30/2021
**Signature of Reporting Person	Date

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).
- On November 29, 2021, Sirius XM Holdings Inc. ("Sirius XM") paid a cash dividend of \$0.0219615 per share on each share of its outstanding common stock. The dividend was payable to all holders of Sirius XM's common stock on the record date, November 5, 2021. Pursuant to the terms of the agreement governing the outstanding restricted stock units held by the filer, the filer received certain additional restricted stock units as a result of this cash dividend. These additional units are subject to the same conditions regarding vesting and settlement as the underlying restricted stock units to which they relate.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.