FORM 4

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

OMB APPROVAL
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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

pe Response	S)												
1. Name and Address of Reporting Person * BARRY THOMAS D			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below) Senior VP & Controller				
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 02/25/2022										
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person					
(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		any	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	d 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form: I Direct (D)	Beneficial Ownership	
				Code	V	Amoun	(A) or (D)	Price				or Indirect (Ir (I) (Instr. 4)	(Instr. 4)
Stock		02/25/2022		A		18,213 (1)	B A	\$ 0	418,285	D D		D	
n Stock		02/25/2022		F		552 (2	D	\$ 6.06	417,733			D	
ı Stock									14,276			I	By 401(k) Plan
Report on a s	separate line for	each class of securi	ities beneficially ov	vned direc	Pers	ons wh	respo this fo	rm are	not requ	ired to res	spond unle	ss	1474 (9-02)
									lly Owned				
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security		e (Month/Day/Year) any (Month/Day/Y		Number of (Mor Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Expiration Date hth/Day/Year)		Ame Und Secu	ount of lerlying urities			Owners Form of Derivati Security Direct (or Indire	Ownershi (Instr. 4) D)
				4, and 5)									
	nd Address of THOMAS THOMAS	nd Address of Reporting Period Address of Report Address of Report ORK, NY 10020 ORK, NY 10020 ORK, NY 10020 OSECUTITY SECUTITY 2. Conversion or Exercise Price of Date (Month/Day/Yellow)	THOMAS D (First) (Middle) (ENUE OF THE AMERICAS (Street) ORK, NY 10020 (State) (Zip) Security 2. Transaction Date (Month/Day/Year) Table II - I (Conversion or Exercise Price of Derivative 1. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) SA. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	and Address of Reporting Person* THOMAS D 2. Issuer Name a SIRIUS XM H 3. Date of Earliest 02/25/2022 (Street) 4. If Amendment, DRK, NY 10020 (State) 2. Transaction Date (Month/Day/Year) 1. Stock 1. Stock 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities beneficially over the content of Exercise (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8)	And Address of Reporting Person THOMAS D THOM	2. Issuer Name and Ticker or Trace SIRIUS XM HOLDINGS IN SIRIUS XM	And Address of Reporting Person 2 THOMAS D Compared to the Address of Reporting Person 3 THOMAS D Compared to the Address of Reporting Person 4 THOMAS D Compared to the Address of Reporting Person 4 THOMAS D Compared to the Address of Reporting Person 4 Thomas D Compared to the Address of Reporting Person 4 Thomas D Code (Month/Day/Year) Code (Month/Day/Year) Code (Month/Day/Year) Code (Month/Day/Year) Thomas Derivative Securities Deneficially owned directly or indirectly Persons who are the form discovered to th	Address of Reporting Person* THOMAS D 2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) O2/25/2022 4. If Amendment, Date Original Filed(Month/Day/Year) ORK, NY 10020 O(State) 2. Transaction Date (Month/Day/Year) O2/25/2022 4. If Amendment, Date Original Filed(Month/Day/Year) O2/25/2022 4. If Amendment, Date Original Filed(Month/Day/Year) O2/25/2022 4. If Amendment, Date Original Filed(Month/Day/Year) O2/25/2022 4. Deemed Execution Date, if any (Month/Day/Year) O2/25/2022 A	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) O2/25/2022 4. If Amendment, Date Original Filed(Month/Day/Year) O2/25/2022 5. Transaction Date (Month/Day/Year) O2/25/2022 6. Ode V Amount (O) Price O2/25/2022 7. Totale I - Derivative Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5) O3/25/2022 7. Totale II - Derivative Securities Acquired (A) or Disposed of (Instr. 3) O3/25/2022 7. Totale II - Derivative Securities Acquired (A) or Disposed of (Instr. 3) O3/25/2022 8. Totale II - Derivative Securities Acquired (A) or Disposed of (Instr. 3) O4/25/2022 9. Totale II - Derivative Securities Acquired (A) or Disposed of (Instr. 3) O4/25/2022 10. Social Securities Acquired (A) or Disposed of (Instr. 3) O4/25/2022 11. Stock 12. Transaction Date (Instr. 3) O4/25/2022 O5/25/2022 O6/25/2022 O7/25/2022 O7/25/	Address of Reporting Person* THOMAS D 2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2022 4. If Amendment, Date Original Filed/Month/Day/Year) 03. Transaction (A) or Disposed of (Instr. 8) 03. Transaction (Instr. 8) 04. Securities Acquired (A) or Disposed of (Instr. 3 at and 5) 05. Relation 06. Individual X- Form file 07. Form file 08. Amount (D) 09. Price 09. Amount (D) 09. Amount (D) 09. Price 09. Amount (D) 09.	Address of Reporting Person.* THOMAS D (First) (Street)	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [SIRI]] STRUE OF THE AMERICAS (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Month/Day/Year) (Month	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] 5. Relationship of Reporting Person(s) to Issue THOMAS D (Greed) (Street) (A if Amendment, Date Original FiledoMonth/Day/Year) (Month/Day/Year) (

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
BARRY THOMAS D 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020			Senior VP & Controller		

Signatures

/s/Patrick L. Donnelly, attorney in fact	02/28/2022

**a:	Date
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 February 25, 2022, Sirius XM Holdings Inc. ("Sirius XM") paid a regular cash dividend of \$0.0219615 per share on each share of its outstanding common stock and paid a special cash dividend of \$0.25 per share on each share of its outstanding common stock. These dividends were payable to all holders of Sirius XM's common stock of
- (1) record as of the close of business on February 11, 2022. 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 these dividends. These additional restricted stock units are subject to the same conditions regarding vesting and settlement as the underlying restricted stock units to which they relate.
- (2) Represents the surrender of common stock to the Company to cover withholding taxes upon the vesting of restricted stock units.

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.