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

es)		1												
Name and Address of Reporting Person* Altman Dara F			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 10% Owner				
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS				3. Date of Earliest Transaction (Month/Day/Year) 05/25/2022						X Officer (give title below) Other (specify below) EVP & Chief Admin. Officer				
(Street) NEW YORK, NY 10020				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)				Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		any		f Code (Instr. 8)					of (D)	(D) Beneficially Owned F Reported Transaction		Collowing (S)	Form:	7. Nature of Indirect Beneficial
		(Month/Day/	y ear		le	V	Amoun	(A) or (D)	Price	(Instr. 3 a			Ownership (Instr. 4)	
	05/25/2022			A		4	441 ^{(I}	A	\$ 0	474,161	1		D	
										58,875		I	By 401(k) Plan	
separate line io	Table II - 1	Derivative Se	curiti	ies Acqı	r c tl	Perso contain he fo	ons who	o respon this for plays a c	m are curre	not requ	ired to res	spond unle	ess	C 1474 (9-02)
3. Transaction		4.								itle and	8. Price of	9. Number	of 10.	11. Natu
Date (Month/Day/	Year) Execution Da	te, if Transac Code	etion 3)			and Expiration Date (Month/Day/Year)		Amo Und Secu	ount of erlying urities		Derivative Securities Beneficially Owned Following Reported	Owner Form of Deriva Securit Direct or Indi	ship of Indire f Benefic tive Owners! (Instr. 4	
										Amount				
a	of Reporting Per (First) OF THE AME (Street) 7 10020 (State) a separate line for the sep	of Reporting Person* (First) (Middle) OF THE AMERICAS (Street) 7 10020 (State) (Zip) 2. Transaction Date (Month/Day/Year) 05/25/2022 Table II - 1 (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	2. Issuer Note SIRIUS X (First) (Middle) 3. Date of Ea O5/25/202 (Street) 4. If Amendate Am	2. Issuer Name a SIRIUS XM H (First) (Middle) 3. Date of Earliest 05/25/2022 (Street) 4. If Amendment, (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 05/25/2022 Table II - Derivative Securities beneficially on Date (E.g., puts, calls, was a separate line for each class of securities beneficially on Date (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8)	2. Issuer Name and Tick SIRIUS XM HOLDI (First) (Middle) 3. Date of Earliest Transactors (Street) 4. If Amendment, Date Of Table I - 1 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Date (Instr. Code (Instr. Some (Instr. Code (Instr. Some (Instr.	2. Issuer Name and Ticker of SIRIUS XM HOLDING (First) (Middle) 3. Date of Earliest Transaction 05/25/2022 (Street) 4. If Amendment, Date Origin (State) (Zip) Table I - Non- 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code 05/25/2022 A (Street) 4. If Amendment, Date Origin 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code 3. Transaction Code (Instr. 8) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opt of the composite of the	2. Issuer Name and Ticker or Tract SIRIUS XM HOLDINGS IN (First) (Middle) DF THE AMERICAS (Street) 4. If Amendment, Date Original File (State) (Zip) Table I - Non-Deriv (Month/Day/Year) 2. A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) a separate line for each class of securities beneficially owned directly or in the form of the interest of the intere	2. Issuer Name and Ticker or Trading Syn SIRIUS XM HOLDINGS INC. [(SI (First) (Middle) OF THE AMERICAS (Street) 3. Date of Earliest Transaction (Month/Day/O5/25/2022 4. If Amendment, Date Original Filed(Month/O7 (10020 (State) (Zip) Table I - Non-Derivative Street (Instr. 8) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Code V Amount O5/25/2022 A O5/25/20	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) (D5/25/2022 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) (Instr. 8) (Month/Day/Year) 4. Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) Derivative Securities Acquired (Month/Day/Year) Securities Acquired (A) or Disposed of (Instr. 8) Derivative Securities Acquired (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] OF THE AMERICAS	Securities Sec	Size Size	2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 7. 10020 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 05/25/2022 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Or Derivative Securities Acquired (A) or Derivative Securities (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4)	Size Size

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Altman Dara F							
1221 AVENUE OF THE AMERICAS			EVP & Chief Admin. Officer				
NEW YORK, NY 10020							

Signatures

/s/Patrick L. Donnelly, attorney in fact	05/26/2022		
-*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 May 25, 2022, 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, May 6, 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 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.