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										
1. Name and Address of Reporting Person * HOLDEN JAMES P			2. Issuer Name and Ticker or Trading Symbol SIRIUS XM HOLDINGS INC. [(SIRI)]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 221 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (Month/Day/Year) 05/25/2022					Office	r (give title belo	ow)(Other (specify be	ow)
(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 Person Form filed by More than One Reporting Person					
(State)	(Zip)	Та	ble I - N	on-Dei	ivative S	Securities .	Acqui	ired, Disp	osed of, or l	Beneficially (Owned	
(Instr. 3) Date		any	cution Date, if Code (Instr. 8)		(A) or Disposed of (D			Beneficially Owned Following Reported Transaction(s)		Following (s)	Ownership o Form: B	'. Nature of Indirect Beneficial Ownership
		(iviolitii/Bay/Tear)		e V	Amour	(A) or (D)	Price	(Instr. 5 a	,		or Indirect (I)	Instr. 4)
	05/25/2022		A		644 (1	A	\$ 0	294,860)		D	
				cont the t	ained in orm dis	n this for splays a c of, or Bene	m are curre	not requesting ntly valid	uired to res	spond unles	ss	+7+ (<i>)</i> -02)
Date	ate Execution Da Month/Day/Year) any	te, if Transaction Code (Instr. 8)	Number of Derivati Securities Acquired (A) or Disposed of (D)	and (Mo	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)
								Amount				
1	S P (First) F THE AME (Street) 10020 (State) separate line for Date (Month/Day/	(Street) 10020 (State) 2. Transaction Date (Month/Day/Year) 05/25/2022 separate line for each class of secur Table II - 1 (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	SP SIRIUS XM H (First) (Middle) 3. Date of Earliest 05/25/2022 (Street) 4. If Amendment, 10020 (State) (Zip) Ta 2. Transaction Date (Month/Day/Year) 05/25/2022 separate line for each class of securities beneficially over the end of the	SP SIRIUS XM HOLDIN (First) (Middle) 3. Date of Earliest Transac O5/25/2022 (Street) 4. If Amendment, Date Ori 10020 (State) (Zip) Table I - N 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Code (Instr. Code (Instr. Code (Instr. Code (Instr. Code (Instr. Code (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Dispose of (D)	SP SIRIUS XM HOLDINGS IN (Middle) 3. Date of Earliest Transaction (Mo 05/25/2022 (Street) 4. If Amendment, Date Original File (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options and (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Date (Month/Day/Year) 6.	SIRIUS XM HOLDINGS INC. [(Stret)	SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/25/2022 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 10020 (State) (Zip) Table I - Non-Derivative Securities 2. Transaction Date (Execution Date, if (Month/Day/Year) any (Month/Day/Year) (Month/Day/Year) (A) or Code (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Persons who responsion to the form displays a contained in this form the form displays a contained in this form the form displays a contained in this form the form displays and the form display and the for	SIRIUS XM HOLDINGS INC. [(SIRI)] 3. Date of Earliest Transaction (Month/Day/Year) 05/25/2022 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 10020 (State) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. \$ 0 Persons who respond to contained in this form are the form displays a curre Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. \$ 5. Number (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. \$ 5. Number (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of, or Beneficial (Instr. 8) Derivative Securities Acquired (A) or Disposed of, or Beneficial (Month/Day/Year) Und Code (Instr. 8)	SIRIUS XM HOLDINGS INC. [(SIRI)] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/25/2022 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individing Form file form file form displays a currently valid 10020 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) 05/25/2022 A Gode V Amount (A) or Disposed of (D) (Instr. 3 and 5) (Instr. 3 and 5) Price of Code V Amount (D) Price (Instr. 3 and 5) (Instr. 3 and 5) Price (Instr. 3 and 5) (Instr. 3 and 5) Price (Instr. 3 and 5) (Instr. 3 and 5) Price (Instr. 3 and 5) (Instr. 3 and 5) Price (Instr. 3 and 5) (Instr. 3 and 5) Price (Instr. 3 and 5) (Instr. 3 and 5) Price (Instr. 3 and 5) (Instr. 3 and 4) Price (Instr. 3 and 4)	SP SIRIUS XM HOLDINGS INC. [(SIRI)] X	SP SIRIUS XM HOLDINGS INC. [(SIRI)] X Director Officer (give title below) Code V Amount (D) Price Disposed of, or Beneficially Owned for Information contained in this form are not required to respond unless the form displays a currently valid OMB control number Securities Securitie	SIRIUS XM HOLDINGS INC. [(SIRI)] X_Director 10% Owner 10%

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
HOLDEN JAMES P 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	X					

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.