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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <b>BARRY THOMAS D</b>  (Last) (First) (Middle) <b>1221 AVENUE OF THE AMERICAS</b>  (Street) <b>NEW YORK NY 10020</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SIRIUS XM HOLDINGS INC. [ (SIRI) ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  <b>EVP and CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/09/2024</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	09/09/2024		A <sup>(1)</sup>		62,014	A	\$0 <sup>(1)</sup>	682,160	D	
Common Stock <sup>(1)</sup>	09/09/2024		D <sup>(1)</sup>		620,146	D	\$0 <sup>(1)</sup>	62,014 <sup>(2)</sup>	D	
Common Stock								1,573	I	By 401(k) Plan

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$6.43	09/09/2024		D <sup>(3)</sup>			293,094	02/02/2023	02/02/2032	Common Stock	293,094	(3)	0.0000	D	
Stock Option (Right to Buy)	\$51.4	09/09/2024		A <sup>(3)</sup>		56,759		02/05/2025 <sup>(4)</sup>	02/05/2034	Common Stock	56,759	(3)	56,759	D	
Stock Option (Right to Buy)	\$5.14	09/09/2024		D <sup>(3)</sup>		567,597		02/05/2025	02/05/2034	Common Stock	567,597	(3)	0.0000	D	
Stock Option (Right to Buy)	\$4.99	09/09/2024		D <sup>(3)</sup>		300,011		02/06/2024	02/06/2033	Common Stock	300,011	(3)	0.0000	D	
Stock Option (Right to Buy)	\$49.9	09/09/2024		A <sup>(3)</sup>		30,001		02/06/2025 <sup>(5)</sup>	02/06/2033	Common Stock	30,001	(3)	30,001	D	
Stock Option (Right to Buy)	\$6.95	09/09/2024		D <sup>(3)</sup>		309,543		02/10/2021	02/10/2030	Common Stock	309,543	(3)	0.0000	D	
Stock Option (Right to Buy)	\$5.74	09/09/2024		D <sup>(3)</sup>		217,530		02/16/2022	02/16/2031	Common Stock	217,530	(3)	0.0000	D	
Stock Option (Right to Buy)	\$3.68	09/09/2024		D <sup>(3)</sup>		417,683		05/02/2024	05/02/2033	Common Stock	417,683	(3)	0.0000	D	
Stock Option (Right to Buy)	\$64.3	09/09/2024		A <sup>(3)</sup>		29,309		09/09/2024 <sup>(6)</sup>	02/02/2032	Common Stock	29,309	(3)	29,309	D	
Stock Option (Right to Buy)	\$69.5	09/09/2024		A <sup>(3)</sup>		30,954		09/09/2024	02/10/2030	Common Stock	30,954	(3)	30,954	D	
Stock Option (Right to Buy)	\$57.4	09/09/2024		A <sup>(3)</sup>		21,753		09/09/2024	02/16/2031	Common Stock	21,753	(3)	21,753	D	
Stock Option (Right to Buy)	\$36.8	09/09/2024		A <sup>(3)</sup>		41,768		09/09/2024 <sup>(7)</sup>	05/02/2033	Common Stock	41,768	(3)	41,768	D	

Explanation of Responses:

1. Represents disposition of common stock of Sirius XM Holdings Inc. ("Old Sirius XM") and acquisition of common stock of Liberty Sirius XM Holdings Inc. ("New Sirius XM") at an exchange rate of ten (10) shares of Old Sirius XM common stock to one (1) New Sirius XM share of common stock, rounded down to the nearest whole share, in connection with the September 9, 2024 merger of Radio Merger Sub, LLC with and into Old Sirius XM, with Old Sirius XM continuing as the surviving company (the "Merger") pursuant to the Agreement and Plan of Merger, dated as of December 11, 2023, as amended (the "Merger Agreement"). Includes the disposition of restricted stock units associated with shares of common stock of Old Sirius XM and acquisition of restricted stock units associated with shares of common stock of New Sirius XM in connection with the Merger. Following the closing of the Merger, New Sirius XM changed its name to Sirius XM Holdings Inc and Old Sirius XM changed its name to Sirius XM Inc.

2. Represents the number of shares of common stock beneficially owned following the transactions described herein.

3. Disposition of options to acquire shares of common stock of Old Sirius XM outstanding prior to the closing of the Merger and the acquisition of options to acquire shares of common stock of New Sirius XM in connection with the Merger. Each ten (10) options to acquire shares of common stock of Old Sirius XM resulted in the issuance of one (1) option to acquire shares of common stock of New Sirius XM, rounded down to the nearest whole option.

4. Approximately one-third of options will vest on each of 2/5/25; 2/5/26 and 2/5/27.

5. Options vest: 10,000 on 2/6/25 and 10,001 on 2/6/26.

6. Options vest: 9,771 on 2/2/2025.

7. Options vest: 13,922 on 5/2/2025 and 13,924 on 5/2/2026.

/s/Patrick L. Donnelly, attorney in fact 09/11/2024

\*\* Signature of Reporting Person                      Date

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

\* 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).

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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