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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 * <u>Witz Jennifer C</u>  (Last) (First) (Middle) <u>1221 AVENUE OF THE AMERICAS</u>  (Street) <u>NEW YORK NY 10020</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SIRIUS XM HOLDINGS INC. [ (SIRI) ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/11/2024</u>		

**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>		264,163	A	\$0 <sup>(1)</sup>	3,072,953	D	
Common Stock <sup>(1)</sup>	09/09/2024		D <sup>(1)</sup>		2,808,790 <sup>(2)</sup>	D	\$0 <sup>(1)</sup>	264,163 <sup>(3)</sup>	D	

**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)	\$59.3	09/09/2024		A <sup>(4)</sup>		650,053		09/09/2024	02/03/2031	Common Stock	650,053	(4)	650,053	D	

**Explanation of Responses:**

- 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.
- Ms. Witz was subject to the filing requirements under Section 16(a) of the Securities Exchange Act of 1934 while serving as an officer and/or director of Old Sirius XM since 2017. In the course of preparing this Form 4, the Issuer was unable to reconcile the reports filed by Ms. Witz under Section 16(a) with respect to Old Sirius XM with the information, including bank and brokerage account statements, provided by Ms. Witz. The Issuer believes that Ms Witz's ownership in new Old Sirius XM, as reported under Section 16(a), may have been overstated by 16,716 shares of common stock. As a result, Ms. Witz's reported ownership has been adjusted to reflect this discrepancy.
- Represents the number of shares of common stock beneficially owned following the transactions described herein
- 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.

**Remarks:**

This Form 4/A is being filed to restate Table I and II of the original Form 4 filed by the reporting person on September 11, 2024 ("Original Form 4") to correct certain information previously reported on the Original Form 4, including stock option shares which were mistakenly stated.

/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.

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