

FORM 4

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person * Witz Jennifer C (Last) (First) (Middle) 1290 AVENUE OF THE AMERICAS (Street) NEW YORK, NY 10104 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President, Sales, Mktg. & Ops.
3. Date of Earliest Transaction (MM/DD/YYYY) 8/5/2019		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/5/2019		F		203811.0000 (1)	D	\$6.3400	913904.0000	D	
Common Stock	8/7/2019		M		575340.0000	A	\$3.9200	1489244.0000	D	
Common Stock	8/7/2019		M		573350.0000	A	\$4.2400	2062594.0000	D	
Common Stock	8/7/2019		M		188080.0000	A	\$3.3699	2250674.0000	D	
Common Stock	8/7/2019		M		117625.0000	A	\$3.6100	2368299.0000	D	
Common Stock	8/7/2019		S		504830.0000	D	\$6.0204 (2)	1863469.0000	D	
Common Stock	8/7/2019		F		1218969.0000	D	\$6.0400 (3)	644500.0000	D	
Common Stock								12743.0000	I	By 401(k) Plan

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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)	\$3.3699	8/7/2019		M			188080.0000	8/5/2015	8/5/2024	Common Stock	188080.0000	\$3.3699	0.0000	D	
Stock Option (Right to Buy)	\$3.9200	8/7/2019		M			575340.0000	8/5/2016	8/5/2025	Common Stock	575340.0000	\$3.9200	0.0000	D	
Stock Option (Right to Buy)	\$4.2400	8/7/2019		M			573350.0000	8/5/2017	8/5/2026	Common Stock	573350.0000	\$4.2400	0.0000	D	
Stock Option (Right to Buy)	\$3.6100	8/7/2019		M			117625.0000	8/19/2014	8/19/2023	Common Stock	117625.0000	\$3.6100	0.0000	D	

Explanation of Responses:

- (1) Represents the surrender of common stock to the Company to cover withholding taxes upon the vesting of restricted stock units and related dividends.
- (2) Represents the weighted average sales price for the price increments ranging from \$6.00 to \$6.05. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) Represents the exercise price of the stock option referenced in Table II and associated taxes which was paid by way of the withholding by the Company of shares with a value equal to the exercise price and such taxes.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Witz Jennifer C				

1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104		President, Sales, Mktg. & Ops.	
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Signatures

/s/Patrick L. Donnelly, attorney in fact

8/7/2019

 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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