

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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 *				2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
	SIRIU	J <b>S XN</b>	1 HOLI	OIN	NGS II	NC. [ (S	SIR	I) ]		ilicable)				
	3. Date of Earliest Transaction (MM/DD/YYYY)						X Director10% Owner Officer (give title below) Other (specify below)							
			11/2	29/	2021						′ ===	(1)	,	
	4. If An	nendme	nt, Date C	)rig	inal File	d (MM/DI	D/YYY	YY)	6. Individual o	or Joint/G	roup Filing	(Check Appl	icable Line)	
												'erson		
le I - Non-I	Derivati	ive Secu	urities Ac	qui	ired, Dis	sposed o	f, or	Ben	neficially Owne	ed				
2. Trans. Date	te 2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)							6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership		
			Code	V	Amoun	(A) or (D)	Pric	ce				or Indirect (I) (Instr. 4)	(Instr. 4)	
11/29/2021			A		97.0000	<u>1)</u> A	\$0.00	000	27	206.0000		D		
ive Securiti	ies Bene	eficially	Owned (	(e.g.	., puts,	calls, wa	rran	ts, c	options, conver	tible secu	urities)			
ution (Instr		Derivativ Acquired Disposed	Derivative Securities Acquired (A) or Disposed of (D)		Expiration Date		Securities Un Derivative S		Underlying Security	nderlying Derivative Security		Ownership Form of Derivative Security: Owner (Instr.	Beneficial	
Co							Title	Amo			Reported	or Indirect		
	lle I - Non-I 2. Trans. Dat 11/29/2021 ive Securiti Deemed 4. Tra	3. Date  4. If Ar  4. If Ar  2. Trans. Date Execution  11/29/2021  ive Securities Ben  Deemed 4. Trans. Code (Instr. 8)	3. Date of Earli  4. If Amendme  4. If Amendme  2. Trans. Date   2A. Deemed Execution Date, if any   2A. Deemed Execution Date, if any   2A. Deemed Execution Date   2A. Deemed Execution Date, if any   2A. Deemed Execution Date, if any   2A. Deemed Execution Date, if any   2A. Trans. Code   2A. Trans	SIRIUS XM HOLI  3. Date of Earliest Trans  11/2  4. If Amendment, Date Colle I - Non-Derivative Securities Act  2. Trans. Date   2A. Deemed   3. Trans. Coc (Instr. 8)  2. Trans. Date   2A. Deemed   4. Trans. Coc   5. Number of (Instr. 8)  Deemed   4. Trans. Code   5. Number of (Instr. 8)  Deemed   4. Trans. Code   5. Number of (Instr. 8)	SIRIUS XM HOLDIN  3. Date of Earliest Transacti  11/29/  4. If Amendment, Date Orig  4. If Amendment, Date Orig  2. Trans. Date Execution Date, if any  Code V  11/29/2021  A  ive Securities Beneficially Owned (e.g)  Code V  11/29/2021  A  ive Securities Beneficially Owned (on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date of Earliest Transacti  11/29/  3. Trans. Code (Instr. 8)  Code V  11/29/2021  A  ive Securities Beneficially Owned (e.g)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date of Earliest Transacti	SIRIUS XM HOLDINGS IN  3. Date of Earliest Transaction (MM/I  11/29/2021  4. If Amendment, Date Original File  4. If Amendment, Date Original File  2. Trans. Date	SIRIUS XM HOLDINGS INC. [ (3) 3. Date of Earliest Transaction (MM/DD/YYYY  11/29/2021  4. If Amendment, Date Original Filed (MM/DD  2. Trans. Date   2A. Deemed   3. Trans. Code   4. Securities Acquired (Instr. 8)   Disposed of (D) (Instr. 3, 4 and 5)    Code   V   Amount   (A) or (D)   (Instr. 8)   Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)    Ocemed   4. Trans. Code   5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   Expiration Date	SIRIUS XM HOLDINGS INC. [ (SIR  3. Date of Earliest Transaction (MM/DD/YYYY)  11/29/2021  4. If Amendment, Date Original Filed (MM/DD/YYY  4. If Amendment, Date Original Filed (MM/DD/YYY  2. Trans. Date	SIRIUS XM HOLDINGS INC. [ (SIRI) ]  3. Date of Earliest Transaction (MM/DD/YYYY)  11/29/2021  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  2. Trans. Date   2A. Deemed   2A. Deemed	SIRIUS XM HOLDINGS INC. [ (SIRI) ]  3. Date of Earliest Transaction (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  6. Individual of X Form filed by Form filed by Form filed by Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  6. Individual of X Form filed by Form filed by Form filed by Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  7. Title and Amount of Securities Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  8. Securities Beneficially Owned (e.g., puts, calls, warrants, options, converting and provided the provided (A) or Disposed of (D) (Instr. 8)  9. Date Expiration Date Securities Amount or Number of Date Expiration Title Date Date Expiration Title Date Date Date Date Expiration Title Date Date Date Date Date Date Date Dat	SIRIUS XM HOLDINGS INC. [ (SIRI) ]  3. Date of Earliest Transaction (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Individual or Joint/G  X_Form filed by One Reporting Form filed by More than C  Set I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Trans. Date Execution Date, if any  2. Trans. Date Code V Amount (D) Price Following Reported Transaction (Instr. 3, 4 and 5)  Code V Amount (D) Price  11/29/2021 A 97.0000 D A 80.0000 27206.0000  ive Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Deemed Ution (Instr. 8)  Date Expiration Trials, Amount of Number of Derivative Security (Instr. 5)	SIRIUS XM HOLDINGS INC. [ (SIRI) ]  3. Date of Earliest Transaction (MM/DD/YYYY)  11/29/2021  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Individual or Joint/Group Filing of Execution (Instr. 8)  12. Trans. Date   2A. Deemed Execution Date, if any   27. Trans. Date   24. Trans. Code   4. Securities Acquired (A) or Date, if any   27. Trans. Date   27. Trans. Date   28. Deemed (Instr. 8)   27. Trans. Date   297.0000 (Instr. 3, 4 and 5)   3. Trans. Code   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 4)   4. Trans. Code   4. Trans. Code (Instr. 8)   6. Date Exercisable and (Instr. 8)   7. Title and Amount of Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Disposed of (D) (Instr. 3, 4 and 5)   6. Date Exercisable and Particular Date   7. Title and Amount of Derivative Securities Derivative Securities Derivative Securities Derivative Securities Disposed of (D) (Instr. 3, 4 and 5)   7. Title and Amount of Derivative Securities Date   28. Price of Derivative Securities Der	SIRIUS XM HOLDINGS INC. [ (SIRI) ]  3. Date of Earliest Transaction (MM/DD/YYYY)  11/29/2021  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Individual or Joint/Group Filing (Check Appl X_Form filed by More than One Reporting Person Form filed by More than One Reporting Person  6. Individual or Joint/Group Filing (Check Appl X_Form filed by More than One Reporting Person Form filed by More than One Reporting Person  6. Samount of Securities Beneficially Owned (Instr. 8)  7. Amount of Securities Beneficially Owned (Instr. 3 and 4)  8. Price of Ownership Form: Direct (D) or Indirect (D) or I	

#### **Explanation of Responses:**

(1) On November 29, 2021, 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, November 5, 2021. 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.

#### **Reporting Owners**

1								
Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Hickenlooper Robin S								
12300 LIBERTY BOULEVARD	X							
ENGLEWOOD, CO 80112								

### Signatures

/s/Patrick L. Donnelly, attorney in fact

\*\*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 control number.