

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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>HARTENSTEIN EDDY W</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 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
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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 ⁽¹⁾	09/09/2024		A ⁽¹⁾		11,640	A	\$0 ⁽¹⁾	281,233	D	
Common Stock ⁽¹⁾	09/09/2024		D ⁽¹⁾		269,593	D	\$0 ⁽¹⁾	11,640 ⁽²⁾	D	
Common Stock	09/09/2024		A		17,038	A	\$0 ⁽¹⁾	34,262 ⁽³⁾	I	By Trust
Common Stock ⁽¹⁾	09/09/2024		D ⁽¹⁾		17,208	D	\$0 ⁽¹⁾	17,054 ⁽²⁾	I	By Trust

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)	\$4.61	09/09/2024		D ⁽⁴⁾			36,600	05/19/2018	05/19/2027	Common Stock	36,600	(4)	0.0000	D	
Stock Option (Right to Buy)	\$3.65	09/09/2024		D ⁽⁴⁾			76,100	05/20/2016	05/20/2025	Common Stock	76,100	(4)	0.0000	D	
Stock Option (Right to Buy)	\$3.71	09/09/2024		D ⁽⁴⁾			79,500	05/25/2017	05/25/2026	Common Stock	79,500	(4)	0.0000	D	
Stock Option (Right to Buy)	\$6.81	09/09/2024		D ⁽⁴⁾			24,700	06/05/2019	06/05/2028	Common Stock	24,700	(4)	0.0000	D	
Stock Option (Right to Buy)	\$46.1	09/09/2024		A ⁽⁴⁾		3,660		09/09/2024	05/19/2027	Common Stock	3,660	(4)	3,660	D	
Stock Option (Right to Buy)	\$36.5	09/09/2024		A ⁽⁴⁾		7,610		09/09/2024	05/20/2025	Common Stock	7,610	(4)	7,610	D	
Stock Option (Right to Buy)	\$37.1	09/09/2024		A ⁽⁴⁾		7,950		09/09/2024	05/25/2026	Common Stock	7,950	(4)	7,950	D	
Stock Option (Right to Buy)	\$68.1	09/09/2024		A ⁽⁴⁾		2,470		09/09/2024	06/05/2028	Common Stock	2,470	(4)	2,470	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. Amount also includes 16 shares of common stock of New Sirius XM received in connection with the Merger resulting from the redemption of Liberty Media Corporation's Series C Liberty SiriusXM common stock, par value \$0.01 per share in exchange for 0.83750 (the "Exchange Ratio") shares of New Sirius XM common stock.
4. 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.

/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.