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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).

1. Name and Address of Reporting Person * <u>Liberty Media Corp</u>  (Last) (First) (Middle) 12300 LIBERTY BOULEVARD  (Street) ENGLEWOOD CO 80112  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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			

**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				
2.125% Exch. Sr. Debentures due 2048 (obligation to sell)	(1)(2)	04/05/2023		p(1)(2)		\$255,091,000		(2)	03/31/2048	Common Stock	31,807,858	\$247,074,094.03 <sup>(3)</sup>	\$28,961,000	D	
2.125% Exch. Sr. Debentures due 2048 (obligation to sell)	(1)(2)	04/07/2023		p(1)(2)		\$28,961,000		(2)	03/31/2048	Common Stock	3,611,211	\$28,050,824.36 <sup>(3)</sup>	\$0	D	

**Explanation of Responses:**

- Each \$1,000 original principal amount of 2.125% exchangeable senior debentures due 2048 (the "Debentures") was exchangeable for 124.6922 shares of the issuer's common stock, par value \$0.001 per share (the "Common Stock"), settled only in cash based on the value of the shares of Common Stock.
- Each Debenture was exchangeable at the option of the holder and holders of the Debentures were also able to put them to the reporting person, in each case through the close of business on April 5, 2023, for settlement in cash on April 7, 2023. In addition, all outstanding Debentures were irrevocably called for redemption by the reporting person with a redemption date of April 7, 2023.
- On April 5, 2023, the reporting person accepted for repurchase in cash \$255,091,000 aggregate original principal amount of Debentures and on April 7, 2023, the reporting person redeemed for cash \$28,961,000 aggregate original principal amount of Debentures (the "Redemption"). In either case, holders of the Debentures received payment of \$968.57 for each \$1,000 original principal amount of the Debentures, inclusive of accrued and unpaid interest. As a result of the Redemption, no Debentures remain outstanding.

Liberty Media Corporation By: /s/  
Brittany A. Uthoff Title: Vice 04/07/2023  
President

\*\* 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.