

SIRIUS XM HOLDINGS INC.

Form 8-K

February 22, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 22, 2016 (February 18, 2016)

SIRIUS XM HOLDINGS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

001-34295

38-3916511

(State or other Jurisdiction

(I.R.S.

Employer

(Commission File Number)

of Incorporation)

Identification
No.)

1221 Avenue of the Americas, 36th Fl., New York, NY

10020

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(212) 584-5100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors;
Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Departure of Director

On February 18, 2016, Anthony J. Bates gave notice of his resignation as a member of our board of directors. Mr. Bates resignation was effective on February 19, 2016. The decision of Mr. Bates to resign was not the result of any disagreement with us on any matter relating to our operations, policies or practices.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIRIUS XM
HOLDINGS INC.

By: /s/ Patrick
 L.
 Donnelly
 Patrick
 L.
 Donnelly

 Executive
 Vice
 President,
 General
 Counsel
 and
 Secretary

Dated: February 22, 2016