

Liberty Media Corp
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Liberty Media Corp

2. Issuer Name and Ticker or Trading Symbol
SIRIUS XM HOLDINGS INC.
[SIRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

12300 LIBERTY BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|------------------|------------|---|---|-----|---------------------|--------------------|-------|
| | | | Code | V | (A) | (D) | | | |
| 2.125% Exch Sr. Debentures Due 2048 (obligation to sell) | (1) (2) | 03/06/2018 | S(1)(2) | | \$ | (2) | 03/31/2048 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112 | X | X | | |

Liberty Media Corporation By: /s/ Craig Troyer, Title: Senior Vice President, Deputy
General Counsel and Assistant Secretary 03/13/2018

**Signature of Reporting Person Date

Signatures

Explanation of Responses:

- * 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).
- (1) On March 6, 2018, the reporting person sold, pursuant to a purchase agreement, \$400,000,000 aggregate principal amount of its 2.125% exchangeable senior debentures due 2048 (the "Debentures") in a private sale pursuant to Rule 144A. Each \$1,000 principal amount of Debentures is initially exchangeable for 124.6922 shares of the issuer's common stock, par value \$0.001 per share (the "Common Stock"). Upon exchange at the option of the holder or a purchase of the Debentures pursuant to a holder's put right, the reporting person may elect physical or cash settlement or a combination thereof.
- (2) Each Debenture is exchangeable at the option of the holder during specified periods as set forth in the Remarks section. Holders of the Debentures may put them to the reporting person on April 7, 2023, or prior thereto following the occurrence of a "fundamental change," and the Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after April 7, 2023 at any time, or (ii) in whole, but not in part, prior to April 7, 2023, after the occurrence of certain conditions or events.

Remarks:

Each Debenture is exchangeable at the option of the holder, subject to certain terms and conditions, during specified periods as set forth in the Remarks section.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.