

SIRIUS XM HOLDINGS INC.  
Form 8-K  
January 31, 2019

**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): January 31, 2019 (January 31, 2019)

**SIRIUS XM HOLDINGS INC.**

(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b>	<b>001-34295</b>	<b>38-3916511</b>
(State or other Jurisdiction	(Commission File Number)	(I.R.S.
of Incorporation)		Employer
		Identification
		No.)

<b>1290 Avenue of the Americas, 11th Fl., New York, NY</b>	<b>10104</b>
(Address of Principal Executive Offices)	(Zip Code)

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

Former name or former address, if changed since last report: **Not Applicable**

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### **Item 1.01 Entry into a Material Definitive Agreement**

On January 31, 2019, we announced that our subsidiary, Sirius XM Radio Inc. (“Sirius Radio”), has received the requisite consents to adopt the proposed amendments (the “2023 Notes Proposed Amendments”) to the indenture governing Pandora Media, Inc.’s (“Pandora”) 1.75% Convertible Senior Notes due 2023 (the “2023 Notes”) in connection with Sirius Radio’s previously announced solicitation of consents with respect thereto (the “2023 Notes Consent Solicitation”), which expired at 5:00 p.m., New York City time, on January 31, 2019.

Following the receipt of the requisite consents with respect to the 2023 Notes, on January 31, 2019, Pandora and Citibank, N.A., as trustee under the indenture governing the 2023 Notes (the “Trustee”), executed the First Supplemental Indenture, dated as of January 31, 2019 (the “2023 Notes First Supplemental Indenture”), to the indenture governing the 2023 Notes, dated as of June 1, 2018 (the “2023 Notes Indenture”), between Pandora and the Trustee, giving effect to the 2023 Notes Proposed Amendments. The 2023 Notes Proposed Amendments will expressly permit the transactions contemplated by our previously announced agreement and plan of merger and reorganization with Pandora (the “Acquisition”). The 2023 Notes Proposed Amendments also provide each holder of the 2023 Notes with a right to require Pandora to repurchase such holder’s 2023 Notes at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest thereon to, but excluding, the applicable repurchase date, subject to certain conditions, including that the secondary market trading price of the 2023 Notes is below 100% for a specified number of trading days.

The 2023 Notes Supplemental Indenture became effective upon execution thereof, but the 2023 Notes Proposed Amendments will not become operative until satisfaction or waiver of the conditions to the 2023 Notes Consent Solicitation, including that all conditions precedent to the closing of the Acquisition have been satisfied or waived at or prior to February 15, 2019 and payment of the consent fee, which Sirius Radio expects to occur on the closing date of the Acquisition.

The foregoing description of the 2023 Notes Supplemental Indenture is not complete and is qualified in its entirety by reference to the 2023 Notes Supplemental Indenture, a copy of which is attached hereto as Exhibit 4.1 and is incorporated by reference into this Item 1.01.

### **Item 3.03 Material Modification to Rights of Security Holders**

The information set forth above under Item 1.01 with respect to the 2023 Notes Supplemental Indenture is hereby incorporated by reference into this Item 3.03.

### **Item 8.01 Other Events**

A copy of the press release announcing the expiration of the 2023 Notes Consent Solicitation and receipt of the requisite consents to the 2023 Notes Proposed Amendments is attached hereto as Exhibit 99.1 and incorporated herein by reference into this Item 8.01.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
L.1	<u>First Supplemental Indenture, dated as of January 31, 2019, relating to the 1.75% Convertible Senior Notes due 2023, between Pandora Media, Inc. and Citibank, N.A., as trustee</u>
99.1	<u>Press Release dated January 31, 2019</u>

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**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: January 31, 2019

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