

SIRIUS XM HOLDINGS INC.

Form 8-K

February 14, 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): February 14, 2019 (February 14, 2019)

**SIRIUS XM HOLDINGS INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**001-34295**

**38-3916511**

(State or other Jurisdiction  
of Incorporation)

(Commission File Number)

(I.R.S.  
Employer  
Identification  
No.)

**1290 Avenue of the Americas, 11th Fl., New York, NY 10104**

(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**

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 8.01 Other Events

On February 14, 2019, we announced that our subsidiary, Pandora Media, LLC (“Pandora”), has commenced an offer (the “Repurchase Offer”) to repurchase for cash any and all of its \$152,051,000 outstanding 1.75% Convertible Senior Notes due 2020 (the “Notes”) at a price equal to 100% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but not including, the repurchase date (the “Purchase Price”). The Repurchase Offer is being made on the terms and subject to the conditions set forth in an Offer to Purchase, dated February 14, 2019, and in the related Letter of Transmittal (together, the “Offer Documents”). A copy of the press release announcing the Repurchase Offer is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Repurchase Offer is being made in accordance with the indenture governing the Notes, which requires Pandora to commence an offer to repurchase the Notes at the Purchase Price within ten business days from February 1, 2019, which was the date of the closing of Sirius XM Holdings Inc.’s acquisition of Pandora.

This current report is neither an offer to purchase or sell nor a solicitation of an offer to sell or buy the Notes or any other securities of Sirius XM Holdings Inc. or Pandora. The Repurchase Offer is being made solely on the terms and subject to the conditions set forth in the Offer Documents and the information in this report is qualified by reference to such documents.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
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99.1	<u>Press Release dated February 14, 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: February 14, 2019