

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents an award of restricted stock which will fully vest on June 17, 2020. In connection with the Issuer's recently completed rights offering to purchase shares of Series C Liberty SiriusXM common stock ("LSXMK"), holders of stock options relating to shares of Series A or Series C Liberty SiriusXM common stock received a grant of restricted shares of LSXMK
- (1)** to account for the impact on the value of the common stock underlying these options. These grants of restricted shares were approved by the Issuer's board of directors pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- Represents an award of restricted stock units which will fully vest on June 17, 2020. In connection with the Issuer's recently completed rights offering to purchase shares of LSXMK,
- (2)** holders of restricted stock units relating to shares of Series A or Series C Liberty SiriusXM common stock received a grant of restricted stock units with respect to LSXMK to account for the impact on the value of the common stock underlying these restricted stock units. These grants of restricted stock units were approved by the Issuer's board of directors pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- (3)** Each restricted stock unit represents a contingent right to receive one share of Series C Liberty SiriusXM common stock.

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.