

SIRIUS XM HOLDINGS INC. (SIRI)

2026 DEF 14A · filed 2026-04-10 · CIK 0000908937

Headline facts

CEO TOTAL PAY

\$8,012,795

Jennifer C. Witz · 2025 · “ 78% YoY

CEO PAY RATIO ITEM 402(U)

52 to 1

Median employee: \$8,012,795

SAY ON PAY CD&A

98%

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Wayne D. Thorsen Executive Vice President and Chief Operating Officer	\$1,150,000	\$5,048,066	\$1,850,000	\$238,686	\$8,286,752
Jennifer C. Witz Chief Executive Officer	\$2,000,000	—	\$6,000,000	\$12,795	\$8,012,795
Richard N. Baer Executive Vice President, General Counsel and Secretary	\$832,877	\$4,908,818	\$1,500,000	\$8,654	\$7,750,349
Thomas D. Barry Executive Vice President and Chief Financial Officer	\$872,877	\$4,678,338	\$800,000	\$9,000	\$6,360,215
Scott A. Greenstein President and Chief Content Officer	\$1,700,000	—	\$3,400,000	\$1,962	\$5,101,962

CEO pay mix (latest year)

Base salary	25%
Cash incentive	75%
Equity	0%
Other	0%
At-risk	75%

Every fact above, traced back to filing text

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CEO pay ratio = 52 to 1

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.94

“Executive Officer, we used the amount reported for Ms. Witz in the “Total” column of the 2025 Summary Compensation Table included in this proxy statement, which was \$8,012,795. Based on Ms. Witz’s annual total compensation compared to the annual total compensation of our estimated median employee, our estimated pay ratio is 52:1. This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described above. The SEC rules for identifying the median compensated employee and calculating the pay ratio based ...”

Median employee compensation = \$8,012,795

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“total compensation of our Chief Executive Officer, we used the amount reported for Ms. Witz in the “Total” column of the 2025 Summary Compensation Table included in this proxy statement, which was \$8,012,795. Based on Ms. Witz’s annual total compensation compared to the annual total compensation of our estimated median employee, our estimated pay ratio is 52:1. This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described above. The SEC rules for identifying the median compensated employee and ...”

Say on pay = 98%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“At our 2025 annual stockholders’ meeting, our stockholders considered an advisory, non-binding proposal on the frequency of holding “say on pay” votes (a “say-on-frequency proposal”).”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“Compensation Committee EDDY W”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“clawback policy and include recoupment provisions in our executive employment agreements blacklining:none

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“(2) appropriate policies are in place for compensation risk mitigation such as ownership guidelines, clawbacks, and hedging/ pledging prohibitions”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“(2) appropriate policies are in place for compensation risk mitigation such as ownership guidelines, clawbacks, and hedging/ pledging prohibitions”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

"Stock Ownership Requirement The Compensation Committee believes that executive officers and directors of the Company should own and hold Sirius XM common stock to further align their interests with the long-term interests of stockholders, mitigate potential compensation-related risk and further promote our commitment to sound corporate governance"