

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * <u>Stream William Gray</u> (Last) (First) (Middle) <u>C/O WAITR HOLDINGS INC.</u> <u>214 JEFFERSON STREET, SUITE 200</u> (Street) <u>LAFAYETTE LA 70501</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Waitr Holdings Inc. [WTRH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/15/2019 | | M | | 10,965 | A | (1) | 83,185 | D | |
| Common Stock | | | | | | | | 1,474,736 | I | See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾ |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (14) | 11/15/2019 | | M | | 10,965 | | (15) | (15) | Common Stock | 10,965 | \$0.00 | 0 | D | |
| Restricted Stock Units | (14) | | | | | | | (16) | (16) | Common Stock | 19,779 | | 19,779 | D | |

Explanation of Responses:

- One share of common stock was issued upon the vesting of each restricted stock unit ("RSU").
- William Gray Stream has voting and dispositive control over 100,000 shares held directly by Stream Family LP and over the shares owned by the entities named in footnotes (3) through (13) in this Form 4. Accordingly, Mr. Stream may be deemed to have or share beneficial ownership of such shares. Mr. Stream disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- Mr. Stream has voting and dispositive control over 509,324 shares held directly by Stream Investment Holdings, LLC.
- Mr. Stream has voting and dispositive control over 12,500 shares held directly by Matilda Gray Stream Trust FBO Sanders Griffin Hempel U/T/A DTD 05/31/2016.
- Mr. Stream has voting and dispositive control over 12,900 shares held directly by Matilda Gray Stream Trust FBO M Stream & Children U/A DTD 01/02/2012.
- Mr. Stream has voting and dispositive control over 16,000 shares held directly by Matilda Gray Stream Trust FBO Harold King Stream U/A DTD 11/25/2015.
- Mr. Stream has voting and dispositive control over 23,000 shares held directly by Matilda Gray Stream Trust FBO Fielder W Hempel U/A 12/06/2012.
- Mr. Stream has voting and dispositive control over 23,000 shares held directly by Matilda Gray Stream Trust FBO Geddings A Hempel UTA DTD 12/22/11.
- Mr. Stream has voting and dispositive control over 23,000 shares held directly by Matilda Gray Stream Trust FBO Lillian Stream U/A DTD 05/23/2012.
- Mr. Stream has voting and dispositive control over 31,000 shares held directly by Matilda Gray Stream Trust FBO Matilda Stream U/A DTD 07/26/2010.
- Mr. Stream has voting and dispositive control over 617,049 shares held directly by Mithras, LLC.
- Mr. Stream has voting and dispositive control over 9,169 shares held directly by Steam Financial Services, LLC.
- Mr. Stream has voting and dispositive control over 97,794 shares held directly by Sierra Pelican, LLC.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock or an equivalent amount in cash (or partly in cash and partly in shares).

15. On January 10, 2019, the Reporting Person was granted 10,965 RSUs, which vested on 11/15/2019.

16. Such RSUs vest on the day prior to the 2020 Annual Meeting of Stockholders of the Issuer, subject to the Reporting Person's continued service on the Issuer's board of directors on such vesting date.

Remarks:

/s/ Annette L. Finch, Attorney-
in-Fact 11/18/2019

** Signature of Reporting Person Date

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

* 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).

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

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 Number.