

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Green Jonathan</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>06/04/2020</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	06/04/2020		M		19,779	A	(1)	19,779	D	
Common Stock								5,198,049	I	See footnote <sup>(2)</sup>

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	Amount or Number of Shares				
Restricted Stock Units	(3)	06/04/2020		M			19,779	(4)	(4)	Common Stock	19,779	\$0.00	0	D	
Warrants	(5)							(5)	(5)	Common Stock	210,353		210,353	I	See footnote <sup>(6)</sup>
Convertible Promissory Notes	(7)							(7)	(7)	Common Stock	2,080,922		2,080,922	I	See footnote <sup>(6)</sup>

Explanation of Responses:

- One share of common stock was issued upon the vesting of each restricted stock unit ("RSU").
- Mr. Green is a managing member and controlling person of Lugard Road Capital GP, LLC, the general partner of Lugard Road Capital Master Fund, LP ("Lugard Road Master"), which is an investment fund affiliated with Luxor Capital Group, LP ("Luxor Capital"). Mr. Green may be deemed to beneficially own 5,198,049 of the 9,894,506 shares of the Issuer's common stock held by Luxor Capital. Mr. Green disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- 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).
- On June 5, 2019, the Reporting Person was granted 19,779 RSUs, which vested on June 4, 2020.
- The warrants were issued on November 15, 2018 in connection with a senior secured first priority term loan facility provided by Lugard Road Master and one or more of its funds and/or affiliates (collectively, "Luxor") to Landcadia Merger Sub, Inc., a wholly owned subsidiary of the Issuer, in the aggregate principal amount of \$25,000,000. The warrants are exercisable at any time at an exercise price of \$12.51 and will expire November 15, 2022. The number of warrants and exercise price reflect the impact of a triggered down-round provision in connection with the Issuer's follow-on public offering on May 21, 2019 (the "Offering").
- Securities are held directly by Lugard Road Master. Mr. Green disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- On November 15, 2018, \$60,000,000 in aggregate principal amount of convertible promissory notes (the "Notes") were issued to Luxor Capital, \$31,574,000 of which was issued to Lugard Road Master. The Notes currently bear interest at a rate of 6% per annum, paid quarterly (half payable in cash and half as payment-in-kind), and will mature on November 14, 2022. As of June 4, 2020, the outstanding aggregate principal amount of the Notes totaled \$49,469,193, of which \$26,032,334 was issued to Lugard Road Master. Upon maturity, the Notes (and any accrued but unpaid interest) will be repaid in cash or converted into shares of common stock, at the holder's election. At any time, at the holder's election, each Note may be converted in whole or in part into shares of common stock at a rate of \$12.51 per share. The exercise price reflects the impact of the triggered down-round feature in connection with the Offering.

Remarks:

/s/ Annette L. Finch, Attorney-in-Fact 06/08/2020

\*\* 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.

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