

OMB APPROVAL	
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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>SCHRAMM DAMON E.</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/01/2020		M		3,683	A	(1)	17,683	D		

**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	(2)	02/01/2020		M			3,683	(3)	(3)	Common Stock	3,683	\$0.00	7,367	D	
Restricted Stock Units	(2)							(4)	(4)	Common Stock	384,616		384,616	D	
Options	\$12.2							(5)	(5)	Common Stock	16,393		16,393	D	

**Explanation of Responses:**

- One share of common stock was issued upon the vesting of each restricted stock unit ("RSU").
- 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 May 9, 2019, the Reporting Person was granted 11,050 RSUs. 1/3 of such RSUs vest on each of the first three anniversaries of February 1, 2019, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.
- 1/3 of such RSUs vest on each of the first three anniversaries of August 29, 2019, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, with immediate acceleration upon a change in control (as defined in the Issuer's 2018 Omnibus Incentive Plan).
- 1/3 of the options vest and become exercisable on each of the first, second and third anniversaries of February 1, 2019. The options will generally expire on the tenth anniversary of February 1, 2019, subject to earlier expiration upon termination of the Reporting Person's employment with the Issuer.

**Remarks:**

/s/ Annette L. Finch, Attorney-in-Fact 02/03/2020

\*\* 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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