

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Green Jonathan</u> (Last) (First) (Middle) <u>C/O WAITR HOLDINGS INC.</u> <u>844 RYAN STREET, SUITE 300</u> (Street) <u>LAKE CHARLES LA 70601</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>11/15/2018</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			

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				
Warrants	(1)	11/15/2018		A		202,400		(1)	(1)	Common Stock	202,400	(1)	202,400	I	See footnote(2)
Convertible Promissory Notes	(3)	11/15/2018		A		2,428,769		(3)	(3)	Common Stock	2,428,769	(3)	2,428,769	I	See footnote(2)

Explanation of Responses:

- The warrants are exercisable at any time at an exercise price of \$13.00 per share and will expire 11/15/2022. The warrants were issued in connection with a senior secured first priority term loan facility provided by Lugard Road Capital Master Fund, LP and of 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.
- Securities held directly by Lugard Road Master Capital Master Fund ("Lugard Road Master"). The Reporting Person is a managing member and controlling person of Lugal Road Capital GP, LLC, the general partner of Lugal Road Master, and therefore may be deemed to beneficially own the securities held by Lugal 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.
- \$60,000,000 aggregate principal amount of the convertible promissory notes (the "Notes") were issued to Luxor, \$31,574,000 of which was issued to Lugal Road Master. The Notes will bear interest at 1.0% per annum, paid quarterly in cash and will mature on 11/14/2022. 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 \$13.00 per share (subject to a 9.9% conversion cap).

/s/ Joel Rubinstein, Attorney-in-Fact 11/19/2018

** 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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