

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>Bogdanov Leo</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 _____ Officer (give title below) _____ Other (specify below) _____ <u>Chief Financial Officer, CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/29/2021</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	08/29/2021		M		42,735	A	(1)	122,021	D	
Common Stock	08/29/2021		F		13,077	D	\$1.16	108,944	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	Amount or Number of Shares				
Restricted Stock Units	(2)	08/29/2021		M			42,735	(2)	(2)	Common Stock	42,735	\$0.00	42,736	D	
Restricted Stock Units	(3)							(3)	(3)	Common Stock	81,196		81,196	D	
Restricted Stock Units	(4)							(4)	(4)	Common Stock	85,000		85,000	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). One-third of the original grant of 128,206 RSUs shall vest on each year over the course of three years, pursuant to the Restricted Stock Unit Award Agreement entered into by the Reporting Person as of August 29, 2019, beginning on the first anniversary of such date, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change in Control (as defined in the Waitr Holdings Inc. 2018 Omnibus Incentive Plan).
- 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). One-third of the original grant of 121,794 RSUs shall vest on each year over the course of three years, pursuant to the Restricted Stock Unit Award Agreement entered into by the Reporting Person as of May 22, 2020, beginning on the first anniversary of such date, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change in Control (as defined in the Waitr Holdings Inc. 2018 Omnibus Incentive Plan).
- 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). One-third of the original grant of 85,000 RSUs shall vest on each year over the course of three years, pursuant to the Restricted Stock Unit Award Agreement entered into by the Reporting Person as of April 23, 2021, beginning on the first anniversary of such date, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change in Control (as defined in the Waitr Holdings Inc. 2018 Omnibus Incentive Plan).

Remarks:

/s/ Annette Finch, Attorney-in-Fact 08/30/2021

** 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.