

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>07/22/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/28/2022</u>		

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	07/22/2022		C			14,208,300	A	\$0.25	14,208,300 ⁽¹⁾	I	See Footnote ⁽²⁾
Common Stock									19,779	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Notes ⁽³⁾	\$8.52	07/22/2022		C		\$3,552,075	11/15/2018	05/15/2024	Common Stock	14,208,300 ⁽¹⁾	\$0	2,594,362	I	See Footnote ⁽⁴⁾
Warrants ⁽⁵⁾	\$8.52						11/15/2018	11/15/2022	Common Stock	308,822		0 ⁽⁶⁾	I	See Footnote ⁽⁶⁾

Explanation of Responses:

- The shares will be issued following satisfaction of the Nasdaq Stock Market notification and compliance requirements and is currently anticipated to be during the week of August 1, 2022.
- 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 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 the lenders, \$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 if elected), and will mature on May 15, 2024. As of July 21, 2022, the outstanding aggregate principal amount of the Notes totaled \$48,754,123, of which \$25,656,044 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 issuer'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 \$8.52 per share. Pursuant to the Conversion Agreement dated July 22, 2022, the noteholders are permitted to convert up to \$6,750,000 of principal into stock at a share price equal to \$0.25.
- 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, the Company issued warrants to Luxor Capital. At July 28, 2022, the warrants are exercisable for 586,845 shares of the Company's common stock (308,822 for Lugard Road Master), with an exercise price of \$8.52 per share. The warrants expire on November 15, 2022 and include customary anti-dilution protection, including broad-based weighted average adjustments for certain issuances of additional shares. Additionally, holders of the warrants have customary registration rights with respect to the shares underlying the warrants.
- The Reporting Owner disclaims beneficial ownership of the 308,822 shares underlying the Warrants, since the amount of Common Stock into which such Reporting Owner's Warrants are exchangeable is limited pursuant to the terms of the Warrants to that amount which would result in such Reporting Owner together with its affiliates having beneficial ownership of Common Stock not exceeding 9.99% of the outstanding Common Stock.

Remarks:

/s/Annette L. Finch, as Attorney-in-Fact 08/02/2022

** 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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