

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Salehi Pouyan</u> (Last) (First) (Middle) C/O WAITR HOLDINGS INC. 214 JEFFERSON STREET, SUITE 200 (Street) LAFAYETTE LA 70501 (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) 06/05/2021	
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	06/05/2021		M		13,186	A	(1)	26,371	D	
Common Stock	06/15/2021		M		200,000	A	(1)	226,371	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)	06/05/2021		M			13,186	(3)	(3)	Common Stock	13,186	\$0.00	13,186	D	
Restricted Stock Units	(2)	06/15/2021		M			200,000	(4)	(4)	Common Stock	200,000	\$0.00	0	D	
Restricted Stock Units	(2)	06/15/2021		A			120,192	(5)	(5)	Common Stock	120,192	\$0.00	120,192	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 such RSUs shall vest each year over the course of three years, beginning on the first anniversary of the grant date (June 5, 2019), subject to the Reporting Person's continued service on the Issuer's board of directors 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).
- Such RSUs fully vest on the earlier of (i) the one year anniversary of the grant date, (ii) the date of the 2021 Annual Meeting of Stockholders of the Issuer and (iii) a Change in Control (as defined in the Waitr Holdings Inc. Amended and Restated 2018 Omnibus Incentive Plan), subject to, in each case, the Reporting Person's continued service on the Issuer's board of directors on the vesting date.
- Such RSUs fully vest on the earlier of (i) the one year anniversary of the grant date, (ii) the date of the 2022 Annual Meeting of Stockholders of the Issuer and (iii) a Change in Control (as defined in the Waitr Holdings Inc. Amended and Restated 2018 Omnibus Incentive Plan), subject to, in each case, the Reporting Person's continued service on the Issuer's board of directors on the vesting date.

Remarks:

/s/ Annette L. Finch, Attorney-in-Fact 06/16/2021

** 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.