

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Stream William Gray</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>05/22/2019</u>	
		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			
Common Stock	05/22/2019		P		23,000 ⁽¹⁾	A	\$7.13 ⁽¹⁾	1,328,556	I	See Footnote ⁽⁸⁾
Common Stock	05/22/2019		P		23,000 ⁽²⁾	A	\$7.13 ⁽²⁾	1,351,556	I	See Footnote ⁽⁸⁾
Common Stock	05/22/2019		P		12,900 ⁽³⁾	A	\$7.13 ⁽³⁾	1,364,456	I	See Footnote ⁽⁸⁾
Common Stock	05/22/2019		P		31,000 ⁽⁴⁾	A	\$7.13 ⁽⁴⁾	1,395,456	I	See Footnote ⁽⁸⁾
Common Stock	05/22/2019		P		23,000 ⁽⁵⁾	A	\$7.13 ⁽⁵⁾	1,418,456	I	See Footnote ⁽⁸⁾
Common Stock	05/22/2019		P		16,000 ⁽⁶⁾	A	\$7.13 ⁽⁶⁾	1,434,456	I	See Footnote ⁽⁸⁾
Common Stock	05/22/2019		P		12,500 ⁽⁷⁾	A	\$7.13 ⁽⁷⁾	1,446,956	I	See Footnote ⁽⁸⁾

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					

Explanation of Responses:

- Represents shares purchased on the open market by Matilda Gray Stream Trust FBO Geddings A Hempel UTA DTD 12/22/11. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.30, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (7) to this Form 4.
- Represents shares purchased on the open market by Matilda Gray Stream Trust FBO Lillian Stream U/A DTD 05/23/2012. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.30, inclusive.
- Represents shares purchased on the open market by Matilda Gray Stream Trust FBO M Stream & Children U/A DTD 01/02/2012. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.30, inclusive.
- Represents shares purchased on the open market by Matilda Gray Stream Trust FBO Matilda Stream U/A DTD 07/26/2010. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.30, inclusive.
- Represents shares purchased on the open market by Matilda Gray Stream Trust FBO Fielder W Hempel U/A 12/06/2012. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.30, inclusive.
- Represents shares purchased on the open market by Matilda Gray Stream Trust FBO Harold King Stream U/A DTD 11/25/2015. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.30, inclusive.
- Represents shares purchased on the open market by Matilda Gray Stream Trust FBO Sanders Griffin Hempel U/T/A DTD 05/31/2016. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88 to \$7.30, inclusive.
- The Reporting Person has voting and dispositive control over the shares purchased by the entities named in footnotes (1) through (7) to this Form 4. Accordingly, the Reporting Person may be deemed to have or share beneficial ownership of such shares. The Reporting Person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.

Remarks:

Joel Rubinstein, Attorney-in-Fact 05/24/2019

** 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.