

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>GRIMSTAD CARL A</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Executive Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/11/2022</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			

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		Date Exercisable	Expiration Date					
Stock Options - 010320	\$0.37						(1)	01/03/2025	Common Stock	9,572,397	9,572,397	D	
Restricted Stock Units (RSUs) - 042320	(2)						(2)	(2)	Common Stock	3,134,325	3,134,325	D	
Restricted Stock Units (RSUs) - 042321	(3)						(3)	(3)	Common Stock	3,500,000	3,500,000	D	
Restricted Stock Units (RSUs) - 041122	(4)	04/11/2022		A		4,000,000	(4)	(4)	Common Stock	4,000,000	\$0	4,000,000	D

Explanation of Responses:

- The Reporting Person's right to purchase the shares of the Issuer's common stock vested and became exercisable as follows: (i) 1/2 of the options vested and became exercisable on January 3, 2021 and (ii) 1/2 of the options vested and became exercisable on January 3, 2022.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock. The RSUs shall vest upon the consummation of a Corporate Change (as defined in the Reporting Person's employment agreement), provided that the employment agreement has not been previously terminated; provided further, that, the RSUs shall fully vest upon the termination of the employment agreement by the Reporting Person for Good Reason (as defined therein) or by the Company for reason other than Misconduct (as defined therein).
- Each RSU represents a contingent right to receive one share of the Issuer's common stock. The grant of 3,500,000 RSUs was made to the Reporting Person on April 23, 2021. The RSUs shall vest in three generally equal installments on the first, second and third anniversaries of January 3, 2022, subject to the Reporting Person's continued employment through the applicable vesting date; provided further, that, the RSUs vest upon (i) a Corporate Change (as defined in the Reporting Person's employment agreement), subject to the Reporting Person's continued employment through the closing of such Corporate Change, (ii) termination by the Reporting Person of the employment agreement for Good Reason (as defined therein), or (iii) termination by the Company of the employment agreement for other than Misconduct (as defined therein).
- Each RSU represents a contingent right to receive one share of the Issuer's common stock. The grant of 4,000,000 RSUs was made to the Reporting Person on April 11, 2022. The RSUs shall vest in three generally equal installments on the first, second and third anniversaries of such grant date, subject to the Reporting Person's continued employment through the applicable vesting date; provided further, that, the RSUs vest upon (i) a Change in Control (as defined in the Waitr Holdings Inc. Amended and Restated 2018 Omnibus Incentive Plan), subject to the Reporting Person's continued employment through the closing of such Change in Control, (ii) termination by the Reporting Person of the employment agreement for Good Reason (as defined therein), or (iii) termination by the Company of the employment agreement for other than Misconduct (as defined therein).

Remarks:

/s/ Annette Finch, Attorney-in-Fact 04/12/2022

** 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.

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.