

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Stream William Gray</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>06/30/2020</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							102,964	D		
Common Stock							1,474,736	I	See Footnote ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	

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
Restricted Stock Units	(13)	06/30/2020		A		200,000		(14)	(14)	Common Stock	200,000	\$0.00	200,000	D	

Explanation of Responses:

- William Gray Stream has voting and dispositive control over 100,000 shares held directly by Stream Family LP and over the shares owned by the entities named in footnotes (2) through (12). Accordingly, Mr. Stream may be deemed to have or share beneficial ownership of such shares. Mr. Stream disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- Mr. Stream has voting and dispositive control over 509,324 shares held directly by Stream Investment Holdings, LLC.
- Mr. Stream has voting and dispositive control over 12,500 shares held directly by Matilda Gray Stream Trust FBO Sanders Griffin Hempel U/T/A DTD 05/31/2016.
- Mr. Stream has voting and dispositive control over 12,900 shares held directly by Matilda Gray Stream Trust FBO M Stream & Children U/A DTD 01/02/2012.
- Mr. Stream has voting and dispositive control over 16,000 shares held directly by Matilda Gray Stream Trust FBO Harold King Stream U/A DTD 11/25/2015.
- Mr. Stream has voting and dispositive control over 23,000 shares held directly by Matilda Gray Stream Trust FBO Fielder W Hempel U/A 12/06/2012.
- Mr. Stream has voting and dispositive control over 23,000 shares held directly by Matilda Gray Stream Trust FBO Geddings A Hempel UTA DTD 12/22/11.
- Mr. Stream has voting and dispositive control over 23,000 shares held directly by Matilda Gray Stream Trust FBO Lillian Stream U/A DTD 05/23/2012.
- Mr. Stream has voting and dispositive control over 31,000 shares held directly by Matilda Gray Stream Trust FBO Matilda Stream U/A DTD 07/26/2010.
- Mr. Stream has voting and dispositive control over 617,049 shares held directly by Mithras, LLC.
- Mr. Stream has voting and dispositive control over 9,169 shares held directly by Steam Financial Services, LLC.
- Mr. Stream has voting and dispositive control over 97,794 shares held directly by Sierra Pelican, LLC.
- Each restricted stock unit ("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).
- 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.

Remarks:

/s/ Annette L. Finch, Attorney-in-Fact 07/02/2020

** 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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