

OMB APPROVAL	
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**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

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>05/27/2022</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			
Common Stock	05/27/2022		S		130,009	D	\$0.1993	2,038,559	I	See Footnote <sup>(1)</sup>
Common Stock	05/31/2022		S		255,891	D	\$0.1879	1,782,668	I	See Footnote <sup>(1)</sup>
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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Convertible Promissory Notes <sup>(2)</sup>	\$8.52							11/15/2018	05/15/2024	Common Stock	0.0	3,011,273	I	See Footnote <sup>(3)</sup>

**Explanation of Responses:**

- 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 Luxor Capital, \$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 May 31, 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 May 13, 2022, the noteholders are permitted to convert up to \$750,000 of principal into stock at a share price equal to \$0.17.
- 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.

**Remarks:**

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

05/31/2022

\*\* 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.