

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Stough Joseph</u> (Last) (First) (Middle) C/O WAITR HOLDINGS INC. 844 RYAN STREET, SUITE 300 (Street) LAKE CHARLES LA 70601 (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) Director 10% Owner X Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2019	
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								902,711	D	
Common Stock								24,768	I	See Footnote ⁽¹⁾
Common Stock								12,383	I	See Footnote ⁽²⁾

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	(3)	05/09/2019		A		47,514		(4)	(4)	Common Stock	47,514	\$0.00	47,514	D	
Non-Qualified Stock Options	\$11.26							(5)	(5)	Common Stock	76,377		76,377	D	

Explanation of Responses:

- Shares are held directly by Stough Family Trust for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares are held directly by Jolie Ann Stough Trust for the benefit of the Reporting Person's daughter. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- 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).
- One-third of such RSUs vest on each of the first three anniversaries of November 15, 2018, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.
- One-third of the options will vest and become exercisable on each of the first, second and third anniversaries of December 11, 2018. The options will generally expire on the tenth anniversary of December 11, 2018, subject to earlier expiration upon termination of the Reporting Person's employment with the Issuer.

Remarks:

/s/ Annette L. Finch, Attorney-in-Fact 09/12/2019

** 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.