

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 | |
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| 1. Name and Address of Reporting Person* <u>SCHRAMM DAMON E.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/09/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 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 | | | | | | | | 1,594 | 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 | | | | | |
| Options | \$12.2 | | | | | | | (1) | (2) | Common Stock | 16,393 | 16,393 | D | |
| Deferred Stock Units | (3) | | | | | | | (3) | (3) | Common Stock | 60,155 | 60,155 | D | |
| Restricted Stock Units | (4) | 05/09/2019 | | A | | 11,050 | | (5) | (5) | Common Stock | 11,050 | \$0.00 | 11,050 | D |

Explanation of Responses:

- One-third of the options will vest and become exercisable on each of the first, second and third anniversaries of February 1, 2019.
- The options will generally expire on the tenth anniversary of February 1, 2019, subject to earlier expiration upon termination of the Reporting Person's employment with the Issuer.
- On January 17, 2019, the Issuer consummated the acquisition (the "Acquisition") of BiteSquad.com, LLC ("Bite Squad"), pursuant to an Agreement and Plan of Merger, dated as of December 11, 2018 (the "Merger Agreement"), by and among the Issuer, Bite Squad and Wingtip Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of the Issuer. Pursuant to the Merger Agreement, the Reporting Person has the right to receive 60,155 shares of the Issuer's common stock six months from the closing of the Acquisition, subject to the reporting Person's continued employment with the Issuer through such date. The closing price of the Issuer's common stock was \$11.95 on the effective date of the Acquisition.
- 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).
- 1/3 of such RSUs vest on each of the first three anniversaries of February 1, 2019, subject to the Reporting Person's continued employment with the Issuer.

Remarks:

/s/ Annette L. Finch, Attorney-in-Fact 05/10/2019

** 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.