

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Pritchard Thomas C.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Waitr Holdings Inc. [ ASAP ]</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) _____ <b>General Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/11/2023</u>			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		
C/O WAITR HOLDINGS INC. 214 JEFFERSON STREET, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	LAFAYETTE LA 70501		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

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 <sup>(1)</sup>	04/11/2023		M		3,250	A	\$0	18,359	D	
Common Stock	04/11/2023		F		792	D	\$0.2891	17,567	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					
Restricted Stock Units (RSUs) - 041122 <sup>(2)</sup>	(3)	04/11/2023		M		3,250	(3)	(3)	Common Stock	3,250	\$0	6,500	D	
Restricted Stock Units (RSUs) - 070120 <sup>(2)</sup>	(4)						(4)	(4)	Common Stock	6,666		6,666	D	
Restricted Stock Units (RSUs) - 081921 <sup>(2)</sup>	(5)						(5)	(5)	Common Stock	13,333		13,333	D	

Explanation of Responses:

- On November 22, 2022, the Issuer effected a one-for-twenty reverse stock split (the "Reverse Stock Split") of all of its issued and outstanding shares of common stock ("Common Stock"), which resulted in the Reporting Person's ownership of issued and outstanding Common Stock being reduced from 302,183 shares of Common Stock to 15,109 shares of Common Stock as of November 22, 2022.
- The Reverse Stock Split also impacted outstanding derivative securities issued pursuant to the Issuer's 2018 Amended and Restated Omnibus Incentive Plan, which resulted in the Reporting Person's ownership of derivative securities being reduced accordingly.
- Each 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 the grant of 9,750 RSUs (as adjusted for the Reverse Stock Split) shall vest each year over the course of three years, pursuant to the Restricted Stock Unit Award Agreement entered into by the Reporting Person as of April 11, 2022, beginning on the first anniversary of such date and continuing thereafter, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change in Control (as defined in the Waitr Holdings Inc. Amended and Restated 2018 Omnibus Incentive Plan).
- Each 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 the grant of 20,000 RSUs (as adjusted for the Reverse Stock Split) shall vest each year over the course of three years, pursuant to the Restricted Stock Unit Award Agreement entered into by the Reporting Person as of July 1, 2020, beginning on the first anniversary of such date and continuing thereafter, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change in Control (as defined in the Waitr Holdings Inc. Amended and Restated 2018 Omnibus Incentive Plan).
- Each 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 the grant of 20,000 RSUs (as adjusted for the Reverse Stock Split) shall vest each year over the course of three years, pursuant to the Restricted Stock Unit Award Agreement entered into by the Reporting Person as of August 19, 2021, beginning on the first anniversary of such date and continuing thereafter, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change in Control (as defined in the Waitr Holdings Inc. Amended and Restated 2018 Omnibus Incentive Plan).

Remarks:

/s/ Annette Finch, Attorney-in-Fact 04/12/2023

\*\* 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.**