

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

OMB APPROVAL	
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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>Green Jonathan</u>  (Last) (First) (Middle) C/O WAITR HOLDINGS INC. 214 JEFFERSON STREET, SUITE 200  (Street) LAFAYETTE LA 70501  (City) (State) (Zip)	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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2022	
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	11/23/2022		S		3,990 <sup>(1)</sup>	D	\$1.4366	670,128	I	See Footnote <sup>(2)</sup>
Common Stock	11/25/2022		S		1,796	D	\$1.2385	668,332	I	See Footnote <sup>(2)</sup>
Common Stock	11/28/2022		S		139,068	D	\$1.4791	529,264	I	See Footnote <sup>(2)</sup>

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>(3)</sup>	\$156.78 <sup>(4)</sup>							11/15/2018	05/15/2024	Common Stock		142,110 <sup>(4)</sup>	I	See Footnote <sup>(5)</sup>

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, which resulted in the Reporting Person's indirect beneficial ownership of issued and outstanding common stock being reduced from 13,482,369 shares of common stock to 674,118 shares of common stock.
- 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 4.5% per annum, paid quarterly (up to 33.3% as payment-in-kind if elected by Waitr Holdings), and will mature on May 15, 2024. As of November 28, 2022, the outstanding aggregate principal amount of the Notes totaled \$42,338,530, of which \$22,279,945 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 holder'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 \$156.78 per share.
- As a result of the Reverse Stock Split, the conversion price for the Notes was increased from \$7.84 (the price as of November 21, 2022) to \$156.78, and the number of shares underlying the Notes was reduced from 2,802,509 shares to 142,110 shares.
- 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

11/28/2022

\*\* 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.

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