

OMB APPROVAL	
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**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>GRIMSTAD CARL A</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2024					
C/O WAITR HOLDINGS INC. 214 JEFFERSON STREET, SUITE 200			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		
(Street)								
LAFAYETTE	LA	70501						
(City)	(State)	(Zip)	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.					

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2024		M		58,333	A	\$0	149,802	D	
Common Stock	01/03/2024		F		17,296	D	\$0.06	132,506	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) - 042321	(1)	01/03/2024		M		58,333	(1)	(1)	Common Stock	58,333	\$0	58,334	D	
Restricted Stock Units (RSUs) - 042320	(2)						(2)	(2)	Common Stock	156,716		156,716	D	
Restricted Stock Units (RSUs) - 041122	(3)						(3)	(3)	Common Stock	133,334		133,334	D	
Stock Options - 010320	\$7.4 <sup>(4)</sup>						(4)	01/03/2025	Common Stock	478,619		478,619	D	

**Explanation of Responses:**

- Each RSU represents a contingent right to receive one share of the Issuer's common stock. The grant of 175,000 RSUs was made to the Reporting Person on April 23, 2021. The RSUs shall vest in three (3) equal installments on the first, second and third anniversaries of January 3, 2022, subject to the Reporting Person's continued employment through the applicable vesting date; provided further, that, the RSUs vest upon (i) a Corporate Change (as defined in the Reporting Person's employment agreement), subject to the Reporting Person's continued employment through the closing of such Corporate Change, (ii) termination by the Reporting Person of the employment agreement for Good Reason (as defined therein), or (iii) termination by the Company of the employment agreement for other than Misconduct (as defined therein).
- Each RSU represents a contingent right to receive one share of the Issuer's common stock. The RSUs shall vest upon the consummation of a Corporate Change (as defined in the Reporting Person's employment agreement), provided that the employment agreement has not been previously terminated; provided further, that, the RSUs shall fully vest upon the termination of the employment agreement by the Reporting Person for Good Reason (as defined therein) or by the Company for reason other than Misconduct (as defined therein).
- Each RSU represents a contingent right to receive one share of the Issuer's common stock. The grant of 200,000 RSUs was made to the Reporting Person on April 11, 2022. The RSUs shall vest in three generally equal installments on the first, second and third anniversaries of such grant date, subject to the Reporting Person's continued employment through the applicable vesting date; provided further, that, the RSUs vest upon (i) a Corporate Change (as defined in the Reporting Person's employment agreement), subject to the Reporting Person's continued employment through the closing of such Corporate Change, (ii) termination by the Reporting Person of the employment agreement for Good Reason (as defined therein), or (iii) termination by the Company of the employment agreement for other than Misconduct (as defined therein).
- The Reporting Person's right to purchase the shares of the Issuer's common stock vested and became exercisable as follows: (i) 1/2 of the option vested and became exercisable on January 2, 2021 and (ii) 1/2 of the option vested and became exercisable on January 2, 2022.

**Remarks:**

/s/ Annette Finch, Attorney-in-Fact 01/04/2024

\*\* 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.**