

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FERTITTA TILMAN J</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2018</u>	
	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	11/15/2018		A		3,125,000	A	(1)	3,125,000	I	See Footnotes <sup>(2)</sup>
Common Stock	11/15/2018		A		800,000	A	(3)	3,925,000	I	See Footnotes <sup>(2)</sup>
Common Stock	11/15/2018		A		75,000	A	(4)	4,000,000	I	See Footnotes <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						Title
Sponsor Warrants	\$11.5	11/15/2018		D			7,000,000 <sup>(3)</sup>	(5)	(5)	Class A common stock	3,500,000	\$0.5	0	I	See Footnotes <sup>(2)</sup>

**Explanation of Responses:**

- In connection with the consummation of the Issuer's initial business combination with Waitr Incorporated on November 15, 2018 (the "business combination"), each outstanding share of the Issuer's Class F common stock, par value \$0.0001 per share ("Class F common stock"), was converted into one share of the Issuer's common stock, par value \$0.0001 ("common stock"), in accordance with the Issuer's second amended and restated certificate of incorporation. The Reporting Person held 3,125,000 shares of Class F common stock prior to the business combination, which were converted into 3,125,000 shares of common stock upon consummation of the business combination.
- The securities are held directly by Fertitta Entertainment, Inc. The reporting person is the sole shareholder, Chairman and Chief Executive Officer of Fertitta Entertainment, Inc., and as such has voting and dispositive control over all of the securities held directly by Fertitta Entertainment, Inc.
- In connection with the business combination, Luxor Capital Group, L.P, on behalf of Lugard Road Capital Master Fund, LP, and of one or more of its funds and/or affiliates (collectively, "Luxor") agreed to (a) provide a senior secured first priority term loan facility to the Issuer's wholly owned subsidiary in the aggregate principal amount of \$25,000,000 (the "Debt Facility") and (b) purchase from the Issuer an aggregate principal amount of \$60,000,000 of the Issuer's convertible promissory notes (together with the Debt Facility, the "Debt Financings"). In connection with the Debt Financings, Fertitta Entertainment, Inc. agreed to exchange the 7,000,000 warrants purchased by it in private placement in connection with the Issuer's initial public offering for 800,000 shares of common stock at the closing of the business combination.
- On August 21, 2018, the Issuer issued a convertible promissory note (the "Convertible Note") to Fertitta Entertainment, Inc. At the closing of the business combination and in connection with the Debt Financing, the Issuer paid Fertitta Entertainment, Inc. \$1,250,000 in cash and issued 75,000 shares of common stock in full satisfaction of the \$1,500,000 principal amount outstanding under the Convertible Note.
- Each Sponsor Warrant was exercisable to purchase one-half of one share of Class A common stock at \$11.50 per whole share, subject to adjustment as described under the heading "Description of Securities--Warrants" in the Issuer's registration statement on Form S-1 (File No. 333-210980). In connection with the Debt Financings, the Sponsor Warrants were exchanged for shares of common stock at the closing of the business combination as described in note 3 above.

/s/ Joel Rubinstein, Attorney-in-Fact 11/19/2018

\*\* 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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