

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> (Last) (First) (Middle) <u>C/O WAITR HOLDINGS INC.</u> <u>214 JEFFERSON STREET, SUITE 200</u> (Street) <u>LAFAYETTE LA 70501</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Executive Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/23/2020</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			

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
Option	\$0.37	01/03/2020		A		1		(1)	01/03/2025	Common Stock	9,572,397	\$0.00	1	D	
Restricted Stock Units	(2)	04/23/2020		A		3,134,325		(2)	(2)	Common Stock	3,134,325	\$0.00	3,134,325	D	

Explanation of Responses:

1. The Reporting Person's right to purchase the shares of Waitr Holdings Inc.'s (the "Company") common stock, par value \$0.0001 per share, generally vests and becomes exercisable as follows: (i) one-half (1/2) of the Option shall vest and become exercisable on January 3, 2021 and (ii) one-half (1/2) of the Option shall vest and become exercisable on January 3, 2022; provided, that, in each case, the Reporting Person's employment agreement has not been previously terminated; provided further, that, the Option shall fully vest upon the date of 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). This Option was previously granted and reported on a Form 4 filed with the SEC on January 6, 2020.

2. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock of the Company. 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 date of 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).

Remarks:

/s/ Adam Berkaw, Attorney-in-Fact 04/27/2020

** 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.