

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) <u>01/03/2023</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)	<u>LAFAYETTE LA 70501</u>							
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2023		M		58,333	A	\$0	58,333	D	
Common Stock	01/03/2023		F		17,296	D	\$0	41,037	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 <sup>(1)</sup>	(2)	01/03/2023		M		58,333	(2)	(2)	Common Stock	58,333	\$0	116,667	D	
Restricted Stock Units (RSUs) - 041122 <sup>(1)</sup>	(3)						(3)	(3)	Common Stock	200,000		200,000	D	
Restricted Stock Units (RSUs) - 042320 <sup>(1)</sup>	(4)						(4)	(4)	Common Stock	156,716		156,716	D	
Stock Options - 010320 <sup>(1)</sup>	\$7.4 <sup>(5)</sup>						(5)	01/03/2025	Common Stock	478,620		478,620	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. 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 adjusted accordingly.
- Each RSU represents a contingent right to receive one share of the Issuer's common stock. The grant of 175,000 RSUs (as adjusted for the Reverse Stock Split) was made to the Reporting Person on April 23, 2021. The RSUs shall vest in three generally 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 grant of 200,000 RSUs (as adjusted for the Reverse Stock Split) 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).
- 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).
- 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 3, 2021 and (ii) 1/2 of the option vested and became exercisable on January 2, 2022. The exercise price of the stock options has been adjusted for the Reverse Stock Split.

**Remarks:**

/s/ Annette Finch, Attorney-in-Fact 01/04/2023

\*\* 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.**

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