

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>FERTITTA TILMAN J</b>  (Last) (First) (Middle) <b>C/O LANDCADIA HOLDINGS, INC.</b> <b>1510 WEST LOOP SOUTH</b>  (Street) <b>HOUSTON TX 77027</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Landcadia Holdings, Inc. [ LCA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Co-Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/01/2016</b>	
	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 <input type="checkbox"/> Form filed by More than One Reporting Person		

**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
Sponsor Warrants	\$11.5 <sup>(1)</sup>	06/01/2016		P		7,000,000		(2)	(3)	Class A common stock	3,500,000	\$0.5	7,000,000	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- Each warrant is 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).
- The warrants become exercisable beginning on the later of June 1, 2017 or 30 days after the completion of the Issuer's initial business combination as described under the heading "Description of Securities--Warrants" in the Issuer's registration statement on Form S-1 (File No. 333-210980).
- The warrants expire five years after the completion of the Issuer's initial business combination or earlier upon redemption or liquidation as described under the heading "Description of Securities--Warrants" in the Issuer's registration statement on Form S-1 (File No. 333-210980).
- 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.

/s/ Joel Rubinstein, Attorney-in-Fact 06/02/2016

\*\* 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.