

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

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

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|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Bogdanov Leo</u> <hr/> (Last) (First) (Middle) C/O WAITR HOLDINGS INC. 214 JEFFERSON STREET, SUITE 200 <hr/> (Street) LAFAYETTE LA 70501 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/22/2020 | 3. Issuer Name and Ticker or Trading Symbol <u>Waitr Holdings Inc. [WTRH]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____ See Remarks | 5. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,000 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock Units | (1) | (1) | Common Stock | 128,206 | (1) | D | |
| Restricted Stock Units | (2) | (2) | Common Stock | 121,794 | (2) | D | |

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock of Waitr Holdings Inc. (the "Company") or an equivalent amount in cash (or partly in cash and partly in shares). One-third of the RSUs shall vest each year over the course of three years, pursuant to the Restricted Stock Unit Award Agreement entered into by the Reporting Person as of August 29, 2019 (the "Grant Date"), beginning on the first anniversary of the Grant Date, subject to the Reporting Person's continued employment with the Company through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change of Control (as defined in the Waitr Holdings Inc. 2018 Omnibus Incentive Plan (the "Plan")).
- Each RSU represents a contingent right to receive one share of common stock of the Company or an equivalent amount in cash (or partly in cash and partly in shares). One-third of the RSUs shall vest each year over the course of three years pursuant to a Restricted Stock Unit Award Agreement to be entered into by the Reporting Person, subject to the Reporting Person's continued employment with the Company through the applicable vesting date, provided that the RSUs shall fully vest in the event of a Change of Control (as defined in the Plan).

Remarks:

Chief Financial Officer Chief Accounting Officer See Exhibit 24.1 - Power of Attorney - Filed herewith.

/s/ Roman Ibragimov,
Attorney-in-Fact

05/27/2020

** 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 5 (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.

POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Elliott Smith, Adam Berkaw, Sarah Ross, Audrey Bae, Roman Ibragimov, Veronique Laverdure and Mary Ann Casey or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of Waitr Holdings Inc. on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: May 13, 2020

/s/ Leonid Bogdanov

Leonid Bogdanov