

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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. [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) Other (specify below) <p style="text-align: center;">Chief Executive Officer</p>		
3. Date of Earliest Transaction (Month/Day/Year) <u>04/11/2023</u>			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		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

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	04/11/2023		M		66,666	A	\$0	107,703	D	
Common Stock	04/11/2023		F		16,234	D	\$0.2891	91,469	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						Title
Restricted Stock Units (RSUs) - 041122 ⁽¹⁾	(2)	04/11/2023		M		66,666	(2)	(2)		Common Stock	66,666	\$0	133,334	D	
Restricted Stock Units (RSUs) - 042320 ⁽¹⁾	(3)						(3)	(3)		Common Stock	156,716		156,716	D	
Restricted Stock Units (RSUs) - 042321 ⁽¹⁾	(4)						(4)	(4)		Common Stock	116,667		116,667	D	
Stock Options - 010320 ⁽¹⁾	\$7.4 ⁽⁵⁾						(5)	01/03/2025		Common Stock	478,619		478,619	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 accordingly.
- 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).
- 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 (3) 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).
- 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 2, 2021 and (ii) 1/2 of the option vested and became exercisable on January 2, 2022.

Remarks:

/s/ Annette Finch, Attorney-in-Fact 04/12/2023

** 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.

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.