

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Ballotti Geoffrey A | | | 2. Issuer Name and Ticker or Trading Symbol WYNDHAM HOTELS & RESORTS, INC. [WH] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & Chief Exec Officer | | |
| (Last) (First) (Middle) C/O WYNDHAM HOTELS & RESORTS, INC., 22 SYLVAN WAY | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/31/2018 | | | | | |
| (Street) PARSIPPANY, NJ 07054 | | | 4. If Amendment, Date 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 | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/31/2018 | | A | | 117,843 <u>(1)</u> | A | \$ 0 | 117,843 | D | |
| Common Stock | 05/31/2018 | | A | | 33,050 <u>(2)</u> | A | \$ 0 | 150,893 | D | |
| Common Stock | 05/31/2018 | | A | | 53,021 <u>(3)</u> | A | \$ 0 | 53,021 | D | |
| Common Stock | 05/31/2018 | | A | | 12,109 <u>(4)</u> | A | \$ 0 | 65,130 | D | |
| Common Stock | 06/01/2018 | | A | | 40,716 <u>(5)</u> | A | \$ 0 | 105,846 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options (right to buy) | \$ 61.4 | 06/01/2018 | | A | | 213,310 | <u>(6)</u> | 06/01/2028 | Common Stock | 213,310 | \$ 0 | 213,310 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ballotti Geoffrey A C/O WYNDHAM HOTELS & RESORTS, INC. 22 SYLVAN WAY PARSIPPANY, NJ 07054 | X | | President & Chief Exec Officer | |

Signatures

| | |
|---|------------|
| /s/ Paul F. Cash as Attorney-in-Fact for Geoffrey A. Ballotti | 06/04/2018 |
| Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Shares of common stock received in the May 31, 2018 pro rata distribution of shares of the Registrant by Wyndham Destinations, Inc. to its stockholders (the "Spin-off").
- (2) Common stock acquired in connection with the Spin-off as a result of vesting on May 31, 2018 of previously-granted performance vested restricted stock units issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan.
Restricted stock units received on May 31, 2018 under the Wyndham Hotels & Resorts, Inc. 2018 Equity and Incentive Plan (the "Plan") in connection with the Spin-off. The units vest in full on the earliest of (i) November 30, 2018, subject to the reporting person's continuous employment with the Registrant, (ii) the Registrant's termination of the reporting person's employment without "cause," and (iii) the date on which such units would have vested in accordance with the terms of the existing award agreement, subject to the reporting person's continuous employment with the Registrant. The reporting person will receive one share of common stock for each vested restricted stock unit.
- (3) Restricted stock units received on May 31, 2018 under the Plan in connection with the Spin-off. The units vest in full on the earlier of (i) June 30, 2019, subject to the reporting person's continuous employment with the Registrant, and (ii) the Registrant's termination of the reporting person's employment without "cause" on or after December 31, 2018. The reporting person will receive one share of common stock for each vested restricted stock unit.
- (4) Restricted stock units granted on June 1, 2018 under the Plan. The units vest in four equal installments on each of the first four anniversaries of June 1, 2018, subject to the reporting person's continued employment with the Registrant. The reporting person will receive one share of common stock for each vested restricted stock unit.
- (5) Stock options granted on June 1, 2018 under the Plan. The options vest in four equal installments on each of the first four anniversaries of June 1, 2018, subject to the reporting person's continued employment with the Registrant.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.