

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>HOLMES STEPHEN P</b>		2. Issuer Name and Ticker or Trading Symbol <b>WYNDHAM HOTELS &amp; RESORTS, INC. [WH]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O WYNDHAM HOTELS &amp; RESORTS, INC., 22 SYLVAN WAY</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2018</b>			
(Street) <b>PARSIPPANY, NJ 07054</b>		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)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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		1,120,784 (1)	A	\$ 0	1,120,784	D	
Common Stock	05/31/2018		A		211,153 (2)	A	\$ 0	1,331,937	D	
Common Stock	05/31/2018		A		84,217 (3)	A	\$ 0	1,416,154	D	
Common Stock	05/31/2018		A		432 (4)	A	\$ 0	432	D	
Common Stock	06/01/2018		A		2,442 (5)	A	\$ 0	2,874	D	

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

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**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Settled Stock Appreciation Right	\$ 40.69	05/31/2018		A		22,256 (6)		05/31/2018 (6)	02/27/2020	Common Stock	22,256	\$ 0	22,256	D	
Stock Settled Stock Appreciation Right	\$ 51.19	05/31/2018		A		50,539 (6)		05/31/2018 (6)	02/26/2021	Common Stock	50,539	\$ 0	50,539	D	
Stock Settled Stock Appreciation Right	\$ 39.95	05/31/2018		A		109,489 (6)		05/31/2018 (6)	02/25/2022	Common Stock	109,489	\$ 0	109,489	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HOLMES STEPHEN P C/O WYNDHAM HOTELS & RESORTS, INC. 22 SYLVAN WAY PARSIPPANY, NJ 07054	X			
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## Signatures

/s/ Paul F. Cash as Attorney-in-Fact for Stephen P. Holmes		06/04/2018
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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.
- (3) 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 vested in full on May 31, 2018.  
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
- (4) service with the Registrant, and (ii) the Registrant's termination of the reporting person's service without "cause" on or after December 31, 2018. The reporting person will receive one share of common stock for each vested restricted stock unit.
- (5) 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 service with the Registrant. The reporting person will receive one share of common stock for each vested restricted stock unit.
- (6) Stock-settled stock appreciation rights ("SSARs") received under the Plan in connection with the Spin-off. The SSARs vested on May 31, 2018, and each SSAR confers upon the reporting person the right to receive an amount in common stock equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.

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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