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

SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 1)

WYNDHAM HOTELS & RESORTS, INC.

(Name of Subject Company)

WYNDHAM HOTELS & RESORTS, INC.

(Name of Persons Filing Statement)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

98311A105

(CUSIP Number of Class of Securities)

Paul Cash, Esq. General Counsel and Corporate Secretary Wyndham Hotels & Resorts, Inc.

> 22 Sylvan Way Parsippany, New Jersey 07054 Telephone: (973) 753-6000

(Name, address and telephone number of persons authorized to receive notices and communications on behalf of the person filing statement)

Copies to:

Daniel E. Wolf, Esq.
David B. Feirstein, Esq.
Carlo F. Zenkner, Esq.
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
(212) 446-4800

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Introduction

This Amendment No. 1 to Schedule 14D-9 (this "Amendment") amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the "Statement") originally filed by Wyndham Hotels & Resorts, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on December 18, 2023. The Statement relates to the unsolicited offer by Choice Hotels International, Inc., a Delaware corporation ("Choice"), through its wholly owned subsidiary, WH Acquisition Corporation, a Delaware corporation, to exchange any and all of the issued and outstanding shares of Wyndham Common Stock for, at the election of the holder, (i) \$49.50 in cash and 0.324 shares of Choice common stock, par value \$0.01 per share ("Choice Common Stock") (together with the \$49.50 in cash, the "Standard Offer Consideration"), (ii) an amount in cash equal to the equivalent market value of the Standard Offer Consideration based on the volume-weighted average of the closing prices of Choice Common Stock as quoted on the New York Stock Exchange (the "NYSE") over the five NYSE trading days ending on the 10th business day preceding the March 8, 2024 (the "Expiration Date") or (iii) a number of shares of Choice Common Stock as quoted on the NYSE over the five NYSE trading days ending on the 10th business day preceding the Expiration Date), subject to proration, as disclosed in the Prospectus/Offer to Exchange dated December 12, 2023 (the "Offer to Exchange") and the related Letter of Transmittal. Except as otherwise set forth in this Amendment, the information set forth in the Statement remains unchanged.

Item 9. Exhibits

Incorporated by Reference to Filings Indicated

		1080				
Exhibit Number	Exhibit Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
(a)(1)(G)	Wyndham Hotels & Resorts, Inc. digital ad					X
(a)(1)(H)	Wyndham Hotels & Resorts, Inc.					X
	website/microsite					

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 18, 2023

WYNDHAM HOTELS & RESORTS, INC.

By: /s/ Paul F. Cash
Name: Paul F. Cash
Title: General Counsel

On December 18, 2023, Wyndham Hotels & Resorts, Inc. posted the following messages via Google Search advertising:

Ad · www.staywyndham.com ▼

Stay Wyndham | No Room for a Wrong Choice | Reject Risk

Wyndham's long-term strategic plan will drive far more value than a combination. Wyndham has a strong track record of value creation. Learn more HERE.

Ad · www.staywyndham.com ▼

Stay Wyndham | No Room for a Wrong Choice | Reject Risk

Reject Choice's inadequate and highly conditional offer. Wyndham is creating value for the long term. Learn more

Ad · www.staywyndham.com ▼

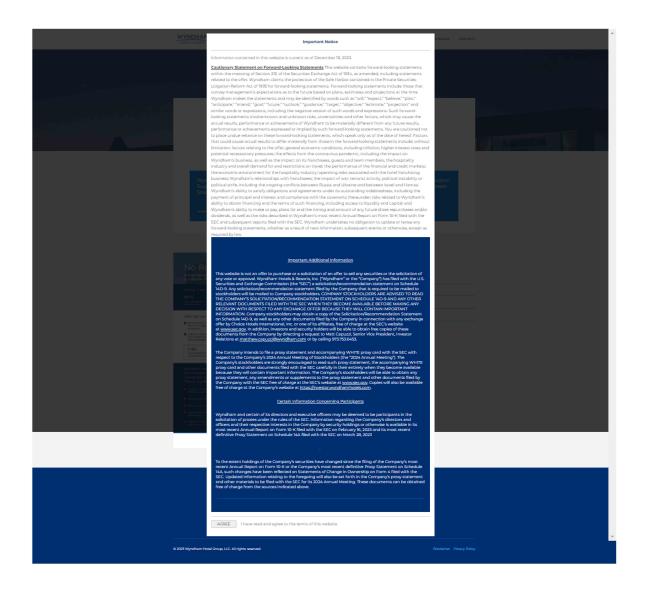
Wyndham Creates Value | Choice's Offer Is No Choice | Learn More

Learn why staying Wyndham protects your investment. Choice's offer ignores Wyndham's standalone growth prospects.

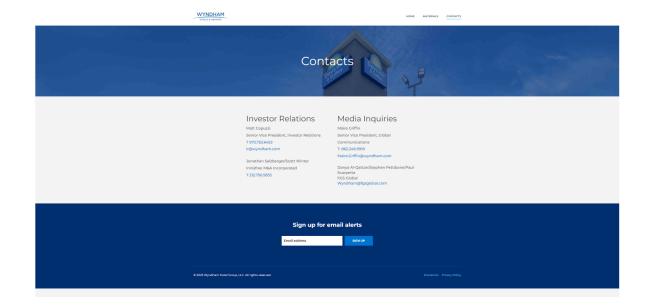
Ad · www.staywyndham.com ▼

Wyndham Creates Value | Choice's Offer Is No Choice | Learn More

Reject Choice's highly conditional and inadequate offer. Protect Your Investment. Stay Wyndham.

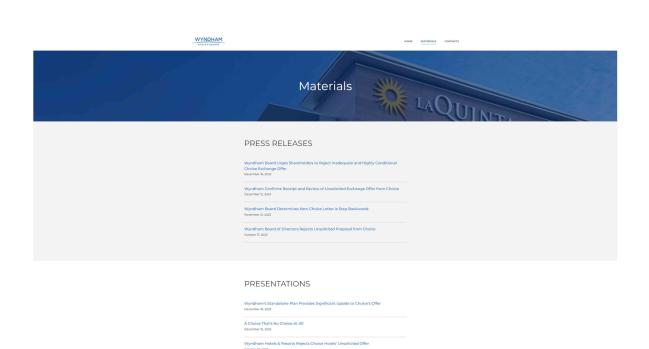


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Inadequate Offer Value and Consideration

Choice's Offer is Inadequate and the Consideration Mix includes Pully Valued Choice Stock
Choice stock
Choice stock as a significant risk for further price degradation, with a slower-growing business and a pro-form a constrained business there with above-growing business and a pro-form a constrained business there with above-growing business and a pro-form a constrained business there with above-growing business and a pro-form a constrained business there with a bowlet or subject to supply a leasure to the property of the offer is above to supply above to supply a supply and the property of the offer is above to supply a leasure to supply the leasure and pull confidence without paying a leasure as a leasure of the offer is subject to supply the leasure is subject to subjec



INFOGRAPHICS No Boom For Wrong Choice Desertion 18, 2029 Thological States After Nearly a Full Month, A Step Backwards Newserier 20, 2022

SEC FILINGS

Wyndham Hotels & Resorts, Inc. SEC Filings

Schedule IAD 9

Schedule IAD 9

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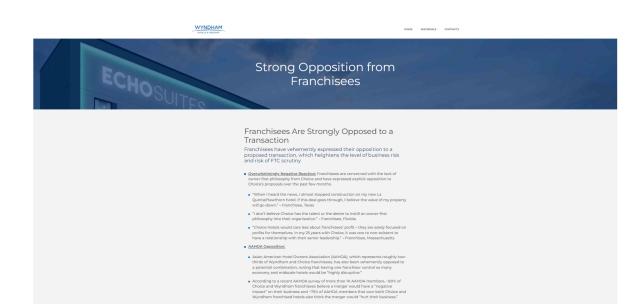
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Challenge: Phase Public

Challenge: Phase Public



Uncertain Regulatory Timeline and Outcome

Uncertain Regulatory Timeline and Outcome Choice's offer involves an uncertain regulatory timeline and outcome that creates asymmetrical risks for Wyndham shareholders.

- Completedor Finchical process—capitating on manuses uncertainty using a jointal are review period
 Stagnarded development of industry's fastest-growing new brand, ECHO Suites Extended says by Wyndham
 Challenges attracting and retaining team members
 TEI Intendigation. For FIT clanday opered a preliminary sylveologistics into the transaction—even before there was an exchange offer or transaction—which is additional evidence of antitrust concerns, a prolonged review process which is additional evidence of antitrust concerns, a prolonged review process under the standard of antitrust concerns, a prolonged review process and concerns outcome.

 Armalified additional black Cheiolry, public offer in Postobe has amplified the entitrust risks consist the facebase community and with the FTC. As a result, it has become againsent that the risk and the potential damage to Wynsham and its shareholders would be overwhelming.

LEARN MORE: A Choice That's No Choice At All >



WYNDHAM

Wyndham's Superior Standalone Plan

- Wyndham's Standalone Plan Provides Significant Upside to Choice's Offer Wyndham's growth opportunity, consistent with our published guidance in October 2023, could provide up to \$4.44 of incremental share price appreciation and represents a far more compelling value than Choice's \$85 offer.

 **Indian-Choice_C
- unlikely to occur.

 **Bandalene Value of Identified Organic Growth Initiatives: Wyndham's realization of underway initiatives is expected to produce 7-00% adjusted EBITDA CAGR through 2005, creating -350 or share in posterii incremental value.

 **Bandalene Value of Near Term Tree Cash Flow Generation: Wyndham's strong free cash flow generation over the next two years exceeds 500 million, which can be deployed for organic or involvance growth apportunities and could result in potential incremental value per share of "56.

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