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

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**SCHEDULE 14D-9**

SOLICITATION/RECOMMENDATION  
STATEMENT UNDER SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

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**WYNDHAM HOTELS & RESORTS, INC.**

*(Name of Subject Company)*

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**WYNDHAM HOTELS & RESORTS, INC.**

*(Name of Persons Filing Statement)*

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**Common Stock, \$0.01 par value per share**  
*(Title of Class of Securities)*

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**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.

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## Introduction

This Amendment No. 2 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 having a value 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 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

Exhibit Number	Exhibit Description	Incorporated by Reference to Filings Indicated				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
(a)(1)(I)	Wyndham Hotels & Resorts, Inc. digital ad					X

**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 20, 2023

**WYNDHAM HOTELS & RESORTS, INC.**

By: /s/ Paul F. Cash

Name: Paul F. Cash

Title: General Counsel

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On December 20, 2023, Wyndham Hotels & Resorts, Inc. posted the following messages via display advertising:





On December 20, 2023, Wyndham Hotels & Resorts, Inc. posted the following messages via LinkedIn advertising:




Wyndham Hotels & Resorts

6,124 Followers

Promoted


Don't undervalue your investment and expose yourself to undue risk!



Hotels & Resorts

No Room for a Wrong Choice.

A standalone Wyndham is a better path.




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