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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. 11)

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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. 11 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 U.S. 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, par value \$0.01 per share, 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 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 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

Item 9 of the Statement is hereby amended and supplemented by adding the following exhibit:

Exhibit Number	Exhibit Description	Incorporated by Reference to Filings Indicated				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
<a href="#">(a)(1)(S)</a>	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: February 20, 2024

**WYNDHAM HOTELS & RESORTS, INC.**

By: /s/ Paul F. Cash

Name: Paul F. Cash

Title: General Counsel

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On February 20, 2024, Wyndham Hotels & Resorts, Inc. posted the following messages via display advertising:



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HOTELS & RESORTS

ECHOSUITES

Our Standalone  
Plan Provides  
Significant Upside.  
**Stay Wyndham.**

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Choice's Offer  
Has Significant  
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WYNDHAM  
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Enhancing  
shareholder value.  
**Delivering Industry-Leading  
Hotel Experiences.**

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LA QUINTA

WYNDHAM  
HOTELS & RESORTS

Choice's Offer is  
**Inadequate and  
Risk-Laden.**

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Franchisees,  
Media and Equity  
Analysts **Support a  
Standalone Wyndham.**

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Franchisees, media and equity analysts understand what's at stake from Choice's unsolicited hostile offer. You should too.



**Broad Support  
for a Standalone  
Wyndham.**

**Choose Value**  
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Franchisees are strongly opposed to a potential transaction with Choice.



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Choice's unsolicited offer exposes shareholders to significant risk.



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Wyndham is well positioned to drive value as we execute against our growth initiatives.



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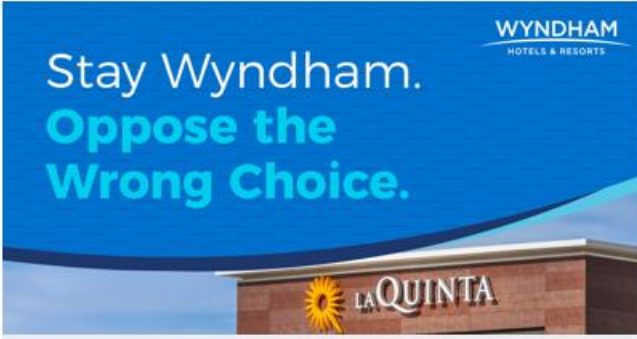


**Wyndham Hotels & Resorts**



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Learn how Wyndham protects shareholders and acts in their best interest.



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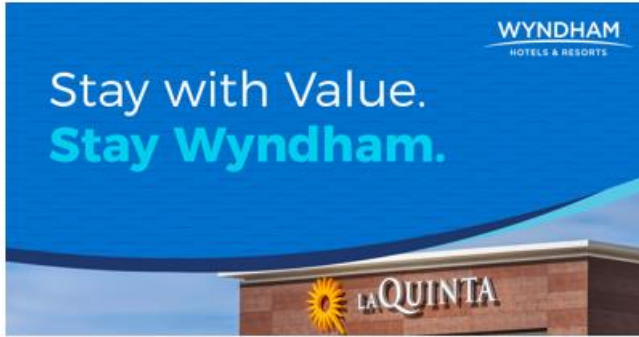


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Wyndham's standalone plan provides significant upside to Choice's offer.



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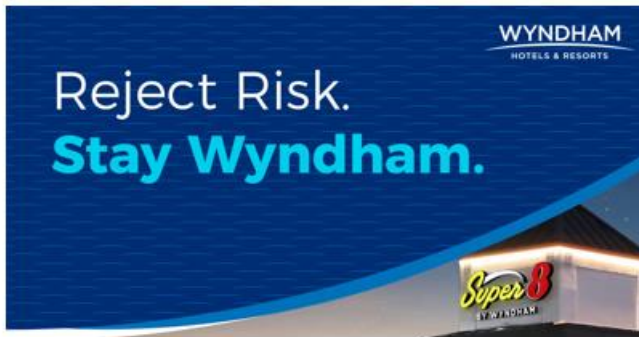


## Wyndham Hotels & Resorts



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Choice's proxy contest is a blatant attempt to push through its inadequate, risk-laden offer.



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Wyndham's Board is doing its job – protecting shareholders from Choice's inadequate, risk-laden offer. A standalone Wyndham is a better path.

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**Stay Wyndham | Strong Growth Opportunities | Maximizing Value**

Wyndham's standalone plan provides significant upside to Choice's offer. Franchisees, media and equity analysts support a standalone Wyndham.

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**Stay Wyndham | Proven Track Record | Significant Upside**

Reject Choice. A standalone Wyndham has superior growth prospects. Wyndham's strong strategic plan enhances shareholder value.

**Ad** · [www.staywyndham.com/additional-support](http://www.staywyndham.com/additional-support)

**Stay Wyndham | Reject Risk | Maximize Value**

Choice's proxy contest is a blatant attempt to push through its inadequate, risky offer. Wyndham's Board is protecting shareholders from Choice's inadequate offer.