

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>Ballotti Geoffrey A</u> | <u>WYNDHAM HOTELS & RESORTS, INC.</u> [<u>WH</u>] | <input checked="" type="checkbox"/> Director 10% Owner |
| (Last) (First) (Middle) | | <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) |
| <u>WYNDHAM HOTELS & RESORTS, INC.</u> | 3. Date of Earliest Transaction (Month/Day/Year) | <u>President and CEO</u> |
| <u>22 SYLVAN WAY</u> | <u>05/15/2025</u> | |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| <u>PARSIPPANY NJ 07054</u> | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) (State) (Zip) | | Form filed by More than One Reporting Person |

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 | 05/15/2025 | | M ⁽¹⁾ | | 32,742 | A | \$53.4 | 488,026 ⁽²⁾ | D | |
| Common Stock | 05/15/2025 | | S ⁽³⁾ | | 26,650 | D | \$86.56 ⁽⁴⁾ | 461,376 ⁽²⁾ | D | |
| Common Stock | 05/16/2025 | | M ⁽¹⁾ | | 32,742 | A | \$53.4 | 494,118 ⁽²⁾ | D | |
| Common Stock | 05/16/2025 | | S ⁽³⁾ | | 26,470 | D | \$85.76 ⁽⁵⁾ | 467,648 ⁽²⁾ | D | |
| Common Stock | 05/16/2025 | | S ⁽³⁾ | | 241 | D | \$86.35 | 467,407 ⁽²⁾ | D | |
| Common Stock | 05/16/2025 | | S ⁽³⁾ | | 13 | D | \$87.53 | 467,394 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 137,182 ⁽⁶⁾ | D | |

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Options | \$53.4 | 05/15/2025 | | M ⁽¹⁾ | | | 32,742 | (7) | 02/25/2026 | Common Stock | 32,742 | \$0 | 163,706 | D | |
| Non-Qualified Stock Options | \$53.4 | 05/16/2025 | | M ⁽¹⁾ | | | 32,742 | (7) | 02/25/2026 | Common Stock | 32,742 | \$0 | 130,964 | D | |

Explanation of Responses:

1. Transaction to exercise previously granted non-qualified stock options expiring on February 25, 2026 and effectuated pursuant to Rule 10b5-1 Trading Plan adopted September 10, 2024.
2. Represents shares of common stock.
3. Sale of common stock effectuated pursuant to Rule 10b5-1 Trading Plan adopted September 10, 2024 solely to cover option costs, tax obligations, commissions and fees incident to the exercise of non-qualified stock options granted in accordance with Rule 16b-3 and the delivery of shares in respect thereof.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.165 to \$87.03, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.18 to \$86.07, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
6. Represents restricted stock units.
7. The options vested in four equal installments on each of the first four anniversaries of February 27, 2020.

Remarks:

/s/ Paul F. Cash as Attorney-in-Fact
for Geoffrey A. Ballotti 05/19/2025

** Signature of Reporting Person Date

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

* 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).

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

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 Number.