

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person

ALLEN MICHELE

2. Issuer Name and Ticker or Trading Symbol

WYNDHAM HOTELS & RESORTS, INC. [WH]

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☐ Director

☒ Officer (give title below)

☐ 10% Owner

☐ Other (specify below)

Chief Financial Officer

(Last)(First)(Middle)

WYNDHAM HOTELS & RESORTS, INC., 22 SYLVAN WAY

3. Date of Earliest Transaction (Month/Day/Year)

02/27/2020

6. Individual or Joint/Group Filing (Check Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

(Street)

PARSIPPANY, NJ 07054

4. If Amendment, Date Original Filed (Month/Day/Year)

(City)(State)(Zip)

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

02/27/2020

A

1,877 (1)

A

\$ 0

2,516 (2)

D

Common Stock

02/27/2020

F

643 (3)

D

\$ 50.69

1,873 (2)

D

Common Stock

54

I

By Spouse

Common Stock

31,279 (4)

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

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN MICHELE WYNDHAM HOTELS & RESORTS, INC. 22 SYLVAN WAY PARSIPPANY, NJ 07054			Chief Financial Officer	

Signatures

/s/ Paul F. Cash as Attorney-in-Fact for Michele Allen		03/02/2020
<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) Common stock acquired under the Issuer's 2018 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on February 27, 2020.
- (2) Includes shares of common stock previously reported.
- (3) Common stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3.
- (4) Restricted stock units previously reported.

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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