

# FORM 4

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

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

**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 * <b>HOLMES STEPHEN P</b>  <small>(Last) (First) (Middle)</small> <b>WYNDHAM HOTELS &amp; RESORTS, INC., 22 SYLVAN WAY</b>  <small>(Street)</small> <b>PARSIPPANY, NJ 07054</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>WYNDHAM HOTELS &amp; RESORTS, INC. [WH]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>02/27/2021</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	02/27/2021		A		477 (1)	A	\$ 0	594,197 (2)	D	
Common Stock	02/27/2021		A		472 (3)	A	\$ 0	4,863 (4)	D	
Common Stock	03/01/2021		S(5)		23,063	D	\$ 65.2636 (6)	571,134 (2)	D	
Common Stock	03/01/2021		S(5)		1,937	D	\$ 66.0938 (7)	569,197 (2)	D	
Common Stock	03/02/2021		S(5)		15,251	D	\$ 63.6253 (8)	553,946 (2)	D	
Common Stock	03/02/2021		S(5)		9,749	D	\$ 64.3218 (9)	544,197 (2)	D	
Common Stock								5,111 (10)	D	

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

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 control number. SEC 1474 (9-02)

**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		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P WYNDHAM HOTELS & RESORTS, INC. 22 SYLVAN WAY PARSIPPANY, NJ 07054	X			

## Signatures

/s/ Paul F. Cash, as Attorney-in-Fact for Stephen P. Holmes		03/02/2021
<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 (the "Plan") on vesting of previously-granted restricted stock units which vested on February 27, 2021.
- (2) Includes shares of common stock previously reported.  
Deferred stock units and accrued dividends issued under the Issuer's Plan on vesting of previously-granted restricted stock units which vested on February 27, 2021. Each
- (3) deferred stock unit entitles the reporting person to receive one share of common stock following the reporting person's retirement or termination of service from the Board of Directors.
- (4) Includes deferred stock units previously reported.
- (5) Sale effectuated pursuant to Rule 10b5-1 plan covering 200,000 shares of common stock in the aggregate.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.77 to \$65.75, inclusive. The
- (6) reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.83 to \$66.64, inclusive. The
- (7) 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.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.01 to \$64.00, inclusive. The
- (8) 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.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.02 to \$64.89, inclusive. The
- (9) 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.
- (10) 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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