SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number 3235-0287 Estimated average burder 0.5 hours per response:

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

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 [*] HOLMES STEPHEN P (Last) (First) (Middle) WYNDHAM HOTELS & RESORTS, INC.				Name and Ticker o DHAM HOT					tionship of Reporting F all applicable) Director	10% O	wner			
				f Earliest Transaction 023	on (Mont	h/Day/	Year)		Officer (give title below)	Other (below)	specify			
22 SYLVAN WAY				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street)										Form filed by More	than One Reporti	ng Person		
PARSIPPANY NJ 07054														
(City)	(State)	(Zip)												
		Table I - No	n-Derivative S	ecurities Acq	uired,	Disp	osed of, or	Benefic	cially Ow	rned				
Date			2. Transaction Date (Month/Day/Year)	Execution Date,		tion str.	4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code V		Amount (A) or (D) F		Price	(Instr. 3 and 4)		(Instr. 4)		
Common Stock 02/2			02/27/2023		A		477 ⁽¹⁾	A	\$ <mark>0</mark>	446,371(2)	D			
Common Stock 02/2			02/27/2023		Α		878(3)	Δ	\$0	11 196(4)	П			

6. Date Exercisable and 3A. Deemed 5. Number of

Security (Instr. 3)	or Exercise Price of Derivative Security		Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Owned Following Reported	Form: Direct (D)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Explanation of Responses:

Common Stock

1. Title of

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, 2023.

2. Represents shares of common stock.

2.

3. Deferred stock units and accrued dividends issued under the Plan on vesting of previously-granted restricted stock units which vested on February 27, 2023. Each 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. Represents deferred stock units.

5. Represents restricted stock units.

/s/ Paul F. Cash as Attorney-in-Fact for Stephen P. Holmes ** Signature of Reporting Person Date

7. Title and Amount of

02/01/2023

2,443(5)

9. Number of

8. Price of

D

10.

11. Nature

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).

3. Transaction

** 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.