SEC Form 4

## 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

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 <sup>*</sup> <u>HOLMES STEPHEN P</u>						2. Issuer Name and Ticker or Trading Symbol WYNDHAM HOTELS & RESORTS, INC. [ WH ]							5. Relationship of Reporting (Check all applicable) X Director Officer (give title		10%	Owner	
(Last) (First) (Middle) WYNDHAM HOTELS & RESORTS, INC.					3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023							1	below)	live title	belo	er (specify w)	
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 Reporting Person				
PARSIPPANY NJ 07054																	
(City)	(State)	(Zi	p)														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				Date	saction n/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Dis Code (Instr.			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			5. Amount Securities Beneficial Following Transactic	y Owned Reported	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	(Instr. 3 and 4)			(1130.4)	
Common Stock 03				03/0	01/2023		Α		1,617	(1)	Α	\$ <mark>0</mark>	4,060(2)		D		
Common Stock													11,196(3)		D		
Common Stock												446,371(4)		D			
						urities Acquir ls, warrants, c	,		,				ed				
1. Title of Derivative Security (Instr. 3)     2. Conversion or Exercise Price of Derivative Security     3. Transaction Date     3. A. Deemed Execution Date       1. Transaction Date     0. Transaction Date     3. Transaction Execution Date     3. Transaction Execution Date		ate, 1	4. Transaction Code (Instr. 3)	ransaction Derivative ode (Instr. Securities			6. Date Exercisable and Expiration Date (Month/Day/Year)			nount of lerlying urity	8. Price of Derivative Security (Instr. 5) Beneficia Owned Following Reported Transacti		e Owners s Form: Ily Direct (I or Indire (I) (Instr	Beneficial Ownership ct (Instr. 4)			

Explanation of Responses:

1. Restricted stock units granted on March 1, 2023 under the Issuer's 2018 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of March 1, 2023, subject to the reporting person's continuous service as a Director. The reporting person will receive one share of common stock for each vested restricted stock unit.

(D)

Date

Exercisable

Expiration

Title

Date

2. Represents restricted stock units

3. Represents deferred stock units.

4. Represents shares of common stock.

/s/ Paul F. Cash as Attorney-in-03/03/2023 Fact for Stephen P. Holmes

\*\* Signature of Reporting Person

Amount

Number

of Shares

or

(Instr. 4)

Date

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

 $^{\ast}$  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).

Code v (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.