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* Ballotti Geoffrey A						2. Issuer Name and Ticker or Trading Symbol WYNDHAM HOTELS & RESORTS, INC. [5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
					WH]							$ \frac{\Lambda}{X}$		ivo titlo					
(Last)	(First)	(Mi	iddle)	3. Date of Earliest Transaction (Month/Day/Year)								Officer (give title below)			Other (specify below)				
WYNDHAM HOTELS & RESORTS, INC.						02/27/2023							President and CEO						
22 SYLVAN WAY					4. If Amendment, Date of Original Filed (Month/Day/Year) 03/01/2023								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)													X Form filed by One Reporting Person						
PARSIPPANY NJ 07054												Form file	d by More	than On	ne Reportin	g Person			
(City)	(State)	(Zi	p)																
		Та	ble I - No	n-Deri	ivative S	ecurities Acq	uired,	Disp	osed of,	or	Benefi	cially Ow	ned						
1. Title of Security (Instr. 3) Date (Month				/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and				Following	curities eneficially Owned llowing Reported		nership Direct (D) rect (I) 4)	7. Nature of Indirect Beneficial Ownership			
						Code	v	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Common Stock 02/2					27/2023		F		19,679 ⁽¹⁾ D		\$77.25	270,7	737(1)		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 D if any (Month/Day/	cution Date, Tra		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date Se (Month/Day/Year) De			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		derlying curity	8. Price of Derivative Security (Instr. 5)	erivative derivative ecurity Securities		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Explanation of Responses:

1. On March 1, 2023, the reporting person filed a Form 4 reporting the withholding of shares as payment of tax liability incident to the February 27, 2023 vesting of restricted stock units granted in accordance with Rule 16b-3 (the "Original Form 4"). This amendment is being filed to correct the number of shares withheld, as reported in Column 4 in the Original Form 4, as well as the number of securities beneficially owned following the transaction as reported in column 5 of the Original Form 4. All other information reported in the Original Form 4 remains unchanged. The subsequent report filed after the Original Report and prior to this Form 4/A is deemed to include the modification reflected herein.

(D)

Date

Exercisable

Expiration

Title

Date

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

Amount

Number

of Shares

** Signature of Reporting Person

03/14/2023

Transaction(s)

(Instr. 4)

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).

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.