SEC Form 4

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the

purchase or sale of equity securities of the issuer that is intended to satisfy the

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

affirmative defense 10b5-1(c). See Ins							
1. Name and Address Cash Paul F	s of Reporting Pe	erson*	2. Issuer Name and Ticker or Trading Symbol <u>WYNDHAM HOTELS & RESORTS, INC.</u> [WH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify			
(Last) WYNDHAM HO	ast) (First) (Middle) YNDHAM HOTELS & RESORTS, INC.		3. Date of Earliest Transaction (Month/Day/Year) 02/29/2024	X Oncer (give the below) Delow) General Counsel & Corp. Secy.			
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) PARSIPPANY	NJ	07054		Form filed by More than One Reporting Person			
(City)	(State)	(Zip)					
		Table I - Non	-Derivative Securities Acquired, Disposed of, or Benefic	ially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (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	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Transaction(s) (Instr. 3 and 4) 		(Instr. 4)
Common Stock	02/29/2024		Α		19,595(1)	Α	\$ <mark>0</mark>	49,886(2)	D	
Common Stock								22,954(3)	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Inst	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: 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		Transaction(s) (Instr. 4)		

Explanation of Responses:

1. Restricted stock units granted on February 29, 2024 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, 2024, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.

Represents restricted stock units. 3. Represents shares of common stock

/s/ Paul F.	Cash	
** **	(D ()	-

Signature of Reporting Person

03/01/2024 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).

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.