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).

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 affirmative defense conditions of Rule

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

10b5-1(c). See Inst	truction 10.								
1. Name and Address of Reporting Person* <u>RICHARDS PAULINE</u>			2. Issuer Name and Ticker or Trading Symbol WYNDHAM HOTELS & RESORTS, INC. [WH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	below) below)					
WYNDHAM HC	JIELS & RESU	RTS, INC.							
22 SYLVAN WAY (Street)			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 Form filed by More than One Reporting Person					
PARSIPPANY	NJ	07054							
(City)	(State)	(Zip)							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of Date Execution Date, Transaction Securities Form: Direct (D) Indirect (Month/Dav/Year) if anv Code (Instr. Beneficially Owned or Indirect (I) Beneficial 8) (Month/Day/Year Following Reported (Instr. 4) Ownership Transaction(s) (Instr. 4) (A) or (D) (Instr. 3 and 4) Code v Amount Price 03/01/2024 Α **412**⁽¹⁾ \$<mark>0</mark> 57,919(2) D Common Stock Α Common Stock 4,135(3) D Common Stock 14,571(4) 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		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)				6. Date Exercisable and 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	Ownership	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. Deferred stock units and accrued dividends issued under the Issuer's 2018 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on March 1, 2024. 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.

2. Represents deferred stock units.

3. Represents restricted stock units.

4. Represents shares of common stock.

/s/ Paul F. Cash as Attorney-in-Fact for Pauline D.E. Richards

03/05/2024

Date

** Signature of Reporting Person

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.