SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Instru	iction 10.			_			
Strickland Scott R.			2. Issuer Name and Ticker or Trading Symbol <u>WYNDHAM HOTELS & RESORTS, INC.</u> [WH]		ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Other (specify		
(Last) WYNDHAM HOT	(First)	(Middle) S, INC.	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2025		below) below) Chief Commercial Officer		
22 SYLVAN WAY	ř		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	dual or Joint/Group Filing (Cł Form filed by One Reportir	,	
(Street) PARSIPPANY	NJ	07054			Form filed by More than O	ne Reporting Person	
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	xecution Date, Transaction Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/27/2025		A		4,553(1)	A	\$0	30 ,615 ⁽²⁾	D	
Common Stock	02/27/2025		F		2,329(3)	D	\$108.1	28,286(2)	D	
Common Stock	03/01/2025		A		7,312(4)	A	\$ <u>0</u>	35,598 ⁽²⁾	D	
Common Stock	03/01/2025		F		3,741(3)	D	\$108.33	31,857(2)	D	
Common Stock								36,644 ⁽⁵⁾	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		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)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	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. Common stock acquired under the Issuer's 2018 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on February 27, 2025.

2. Represents shares of common stock.

3. Common stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3.

4. Common stock acquired under the Issuer's 2018 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on March 1, 2025.

5. Represents restricted stock units.

/s/ Paul F. Cash as Attorney-in-
Fact for Scott R. Strickland

03/03/2025

** Signature of Reporting Person

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.