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

1	Check this box if no longer subject to
L	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations
1	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	ruction 10.			
1. Name and Address Ballotti Geoffi		ion *	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) X Director 10% Owner
(Last) WYNDHAM HO	(First) TELS & RESO	(Middle) RTS, INC.	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2025	X Officer (give title Other (specify below) below) President and CEO
22 SYLVAN WA (Street)	Υ Υ		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 (City)	NJ (State)	07054 (Zip)		
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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)	Transaction Code (Instr.		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)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/03/2025		A		56,491(1)	A	\$ <mark>0</mark>	146,246(2)	D	
Common Stock								415,433(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date,	Transaction Code (Instr.		5. Num Derivat Securit Acquire or Disp (D) (Ins and 5)	ive ies ed (A) osed of	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 Form:	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 March 3, 2025 under the Amended and Restated 2018 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of March 3, 2025, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.

3. Represents shares of common stock.

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

03/05/2025

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.