SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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).

X 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 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Ballotti Geoffrey A
(Last) (First) (Middle)
WYNDHAM HOTELS & RESORTS, INC.
22 SYLVAN WAY
(Street)
PARSIPPANY NJ 07054
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WYNDHAM HOTELS & RESORTS, INC. [WH]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2025

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
10% Owner
X Officer (give title below)
Other (specify below)
President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/15/2025		M(1)		32,742	A	$53.4	500,136(2)	D	
Common Stock	08/15/2025		S(3)		17,502	D	$88.76(4)	482,634(2)	D	
Common Stock	08/15/2025		S(3)		9,101	D	$88.2(5)	473,533(2)	D	
Common Stock	08/18/2025		M(1)		32,742	A	$53.4	506,275(2)	D	
Common Stock	08/18/2025		S(3)		24,796	D	$87.48(6)	481,479(2)	D	
Common Stock	08/18/2025		S(3)		1,807	D	$87.99(7)	479,672(2)	D	
Common Stock								137,182(8)	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 Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Options	$53.4	08/15/2025		M(1)			32,742	(9)	02/25/2026	Common Stock	32,742	$0	98,222	D	
Non-Qualified Stock Options	$53.4	08/18/2025		M(1)			32,742	(9)	02/25/2026	Common Stock	32,742	$0	65,480	D	

Explanation of Responses:

1. Transaction to exercise previously granted non-qualified stock options expiring on February 25, 2026 and effectuated pursuant to Rule 10b5-1 Trading Plan adopted September 10, 2024.
2. Represents shares of common stock.
3. Sale of common stock effectuated pursuant to Rule 10b5-1 Trading Plan adopted September 10, 2024 solely to cover option costs, tax obligations, commissions and fees incident to the exercise of non-qualified stock options granted in accordance with Rule 16b-3 and the delivery of shares in respect thereof.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $88.375 to $89.36, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $87.95 to $88.36, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $86.91 to $87.89, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $87.91 to $88.13, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
8. Represents restricted stock units.
9. The options vested in four equal installments on each of the first four anniversaries of February 27, 2020.

Remarks:

/s/ Paul F. Cash as Attorney-in-Fact for Geoffrey A. Ballotti 08/19/2025
** 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.