

Jefferies Financial Group Inc.
Form 4
November 19, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jefferies Financial Group Inc.

2. Issuer Name and Ticker or Trading Symbol
Waitr Holdings Inc. [WTRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O WAITR HOLDINGS INC., 844 RYAN STREET, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2018

____ Director
____ Officer (give title below) Other (specify below)
See Remarks

(Street)
LAKE CHARLES, LA 70601

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One 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)	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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class F Common Stock	11/15/2018		D		30,000	D	(1) 3,095,000
Common Stock	11/15/2018		A		3,095,000	A	(2) 3,733,561 D (5)
Common Stock	11/15/2018		A		800,000	A	(3) 4,533,561 D (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Sponsor Warrants	\$ 11.5	11/15/2018		D	7,000,000 (3)	(4)	(4)	Class A common stock	3,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jefferies Financial Group Inc. C/O WAITR HOLDINGS INC. 844 RYAN STREET, SUITE 300 LAKE CHARLES, LA 70601				See Remarks

Signatures

/s/ Joel Rubinstein,
Attorney-in-Fact

11/19/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) In connection with the consummation of the Issuer's initial business combination with Waitr Incorporated on November 15, 2018 (the "business combination"), the Reporting Person forfeited to the Issuer for no consideration 30,000 shares of Class F common stock, par value \$0.0001 per share ("Class F common stock").

(2) In connection with the consummation of the business combination, each outstanding share of the Issuer's Class F common stock was converted into one share of the Issuer's common stock, par value \$0.0001 ("common stock"), in accordance with the Issuer's second amended and restated certificate of incorporation. The Reporting Person held 3,095,000 shares of Class F common stock just prior to the consummation of the business combination, which were converted into 3,095,000 shares of common stock upon consummation of the business combination.

(3) In connection with the business combination, Luxor Capital Group, LP, on behalf of Lugard Road Capital Master Fund, LP, and of one or more of its funds and/or affiliates (collectively, "Luxor") agreed to (a) provide a senior secured first priority term loan facility to the Issuer's wholly owned subsidiary in the aggregate principal amount of \$25,000,000 (the "Debt Facility") and (b) purchase from the Issuer an aggregate principal amount of \$60,000,000 of the Issuer's convertible promissory notes (together with the Debt Facility, the "Debt Financings"). In connection with the Debt Financings, the Reporting Person agreed to exchange the 7,000,000 warrants purchased by it in private placement in connection with the Issuer's initial public offering (the "Sponsor Warrants") for 800,000 shares of common stock at the closing of the business combination.

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- (4) Each Sponsor Warrant was exercisable to purchase one-half of one share of Class A common stock at \$11.50 per whole share, subject to adjustment as described under the heading "Description of Securities--Warrants" in the Issuer's registration statement on Form S-1 (File No. 333-210980). In connection with the Debt Financings, the Sponsor Warrants were exchanged for shares of common stock at the closing of the business combination as described above.
- (5) Includes 638,561 shares of Common Stock held by Jefferies LLC, which were acquired in a transaction exempt from Rule 16(a) of the Securities Exchange Act, as amended.

Remarks:

Former 10% Owner and Former Director by Deputization. Prior to the consummation of the business combination, Richard H

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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