

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

<p>1. Name and Address of Reporting Person*</p> <p><u>Tucker Laurie Anne</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>3095 LOYALTY CIRCLE</p> <hr/> <p>(Street)</p> <p>COLUMBUS OH 43219</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>BREAD FINANCIAL HOLDINGS, INC.</u></p> <p>[ BFH ]</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>06/17/2024</p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		
<p><b>Rule 10b5-1(c) Transaction Indication</b></p> <p><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</p>		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/17/2024		A <sup>(1)</sup>		3,473	A	(I)	31,019 <sup>(2)</sup>	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)		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 Securities Underlying Derivative Security (Instr. 3 and 4)	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The new grant is for 3,473 shares of common stock represented by restricted stock units, which will vest on June 17, 2025.
- The total amount of securities beneficially owned includes: (a) 4,000 unrestricted shares; (b) 486 unvested restricted stock units granted 6/29/15; (c) 1,179 unvested restricted stock units granted 6/27/16; (d) 1,085 unvested restricted stock units granted 6/26/17; (e) 1,341 unvested restricted stock units granted 6/25/18; (f) 1,645 unvested restricted stock units granted 6/24/19; (g) 5,007 unvested restricted stock units granted 6/22/20; (h) 1,731 unvested restricted stock units granted 6/15/21; (i) 206 unvested restricted stock units granted 9/15/21; (j) 227 unvested restricted stock units granted 12/15/21; (k) 257 unvested restricted stock units granted 3/15/22; (l) 2,650 unvested restricted stock units granted 6/15/22; (m) 369 unvested restricted stock units granted 7/15/22; (n) 464 unvested restricted stock units granted 10/17/22; (o) 437 unvested restricted stock units granted 1/17/23;

**Remarks:**

Footnote 2, continued: (p) 497 unvested restricted stock units granted 4/17/23; (q) 4,932 unvested restricted stock units granted 6/15/23; (r) 552 unvested restricted stock units granted 7/17/23; (s) 481 unvested restricted stock units granted 10/16/23; and (t) the new grant for 3,473 restricted stock units.

Benjamin L. Morgan, 06/20/2024  
Attorney in Fact

\*\* 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.