

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Andretta Ralph J</u> <hr/> (Last) (First) (Middle) 3095 LOYALTY CIRCLE <hr/> (Street) COLUMBUS OH 43219 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BREAD FINANCIAL HOLDINGS, INC.</u> [BFH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/27/2023	
Rule 10b5-1(c) Transaction Indication <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.		

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	03/24/2023		A		58,211 ⁽¹⁾⁽²⁾	A	(2)	328,196 ⁽¹⁾⁽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)	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:

- This amendment is being filed to correct an administrative error as to (1) the number of shares of common stock represented by time-based restricted stock units (RSUs) granted to the Reporting Person on March 24, 2023, which number was underreported in the initial Form 4 filed on March 27, 2023; and (2) the resulting total number of shares beneficially owned following all transactions reported in the initial Form 4.
- The grant was for 58,211 time-based RSUs. These time-based RSUs will vest over a three-year period, with 19,210 units vesting on each of 3/25/24 and 2/18/25 and 19,791 units vesting on 2/17/26, subject to continued employment (subject to certain limited exceptions) by the Reporting Person on the vesting dates.
- As of March 24, 2023, the total number of securities beneficially owned included: (a) 62,800 unrestricted shares; (b) 22,371 unvested units from an award of 65,795 time-based restricted stock units granted 2/16/21; (c) 39,476 unvested performance-based restricted stock units granted 2/16/21; (d) 17,914 unvested units from an award of 26,737 time-based restricted stock units granted 2/15/22; (e) 40,105 unvested performance-based restricted stock units granted 2/15/22; (f) 58,211 unvested time-based restricted stock units granted 3/24/23; and (g) 87,319 unvested performance-based restricted stock units granted 3/24/23.

Remarks:

Benjamin L. Morgan, 11/21/2023
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.