

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Beberman Perry S</u>  (Last) (First) (Middle) 5 HILLMAN DRIVE, SUITE 103  (Street) CHADDS FORD PA 19317  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/15/2024		A <sup>(1)</sup>		19,444	A	(1)	97,205	D	
Common Stock	02/15/2024		A <sup>(2)</sup>		29,166	A	(2)	126,371	D	
Common Stock	02/15/2024		F <sup>(3)</sup>		1,247	D	\$37.59	125,124	D	
Common Stock	02/16/2024		A <sup>(4)</sup>		1,087	A	(4)	126,211 <sup>(5)</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 19,444 shares of common stock represented by time-based restricted stock units (RSUs). These time-based RSUs will vest over a three-year period, with 6,416 units vesting on 2/18/25, 6,417 units vesting on 2/17/26 and 6,611 units vesting on 2/16/27, subject to continued employment (subject to certain limited exceptions) by the Reporting Person on the vesting dates.
- The new grant is for 29,166 shares of common stock represented by performance-based RSUs, which may be adjusted up or down at the time the performance targets are measured at the end of the three-year performance period. These performance-based RSUs may vest on 2/16/27 contingent on meeting predetermined performance measures and subject to continued employment (subject to certain limited exceptions) by the Reporting Person on the vesting date.
- Shares withheld by the Company to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- Based on an annual return on equity (ROE) performance metric goal for each of 2021, 2022 and 2023, as modified by a relative total stockholder return (rTSR) metric at the conclusion of the three-year period ended December 31, 2023, 130% of the original award of 3,623 performance-based restricted stock units granted 7/15/21 were earned, resulting in an additional 1,087 units, for a total of 4,710 units.
- The total number of securities beneficially owned includes: (a) 10,598 unrestricted shares; (b) 3,870 unvested units from an award of 11,385 time-based restricted stock units granted 7/15/21; (c) 4,710 unvested performance-based restricted stock units granted 7/15/21; (d) 3,001 unvested units from an award of 8,826 time-based restricted stock units granted 2/15/22; (e) 13,239 unvested performance-based restricted stock units granted 2/15/22; (f) 16,873 unvested time-based restricted stock units granted 3/24/23; (g) 25,310 unvested performance-based restricted stock units granted 3/24/23; (h) the new grant for 19,444 time-based restricted stock units; and (i) the new grant for 29,166 performance-based restricted stock units.

**Remarks:**

Benjamin L. Morgan,  
Attorney in Fact

02/20/2024

\*\* 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.

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