

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>Motes Joseph L III</u> (Last) (First) (Middle) 7500 DALLAS PARKWAY, SUITE 700 (Street) PLANO TX 75024 (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, CAO, Gen Counsel & Secy</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 ⁽¹⁾		14,949	A	(1)	96,494	D	
Common Stock	02/15/2024		A ⁽²⁾		22,423	A	(2)	118,917	D	
Common Stock	02/15/2024		F ⁽³⁾		869	D	\$37.59	118,048	D	
Common Stock	02/16/2024		A ⁽⁴⁾		3,102	A	(4)	121,150	D	
Common Stock	02/16/2024		F ⁽³⁾		8,225	D	\$37.34	112,925 ⁽⁵⁾	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)					

Explanation of Responses:

- The new grant is for 14,949 shares of common stock represented by time-based restricted stock units (RSUs). These time-based RSUs will vest over a three-year period, with 4,933 units vesting on each of 2/18/25 and 2/17/26 and 5,083 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 22,423 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 10,340 performance-based restricted stock units granted 2/16/21 were earned, resulting in an additional 3,102 units, for a total of 13,442 units.
- The total number of securities beneficially owned includes: (a) 31,306 unrestricted shares; (b) 2,273 unvested units from an award of 6,685 time-based restricted stock units granted 2/15/22; (c) 10,027 unvested performance-based restricted stock units granted 2/15/22; (d) 12,490 unvested units from an award of 12,971 time-based restricted stock units granted 3/24/23; (e) 19,457 unvested performance-based restricted stock units granted 3/24/23; (f) the new grant for 14,949 time-based restricted stock units; and (g) the new grant for 22,423 performance-based restricted stock units.

Remarks:

Benjamin L. Morgan, 02/20/2024
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.

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