# SEC Form 4

Instruction 1(b).

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

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

Driscoll A (Last)	1. Name and Address of Reporting Person <sup>*</sup> Driscoll Allegra S (Last) (First) (Middle) 156 5TH AVENUE, FLOOR 2		2. Issuer Name and Ticker or Trading Symbol         BREAD FINANCIAL HOLDINGS, INC.         [BFH]         3. Date of Earliest Transaction (Month/Day/Year)         02/15/2024	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) EVP, Chief Technology Officer				
(Street)		10010	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>				
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					

#### 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code V		Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/15/2024		<b>A</b> <sup>(1)</sup>		12,364	A	(1)	12,364	D	
Common Stock	02/15/2024		<b>A</b> <sup>(2)</sup>		18,545	A	(2)	30,909(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. Transa Code ( 8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr	Derivative (Month/Day/Year) Securities Acquired (A) or Disposed		ate	le and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The new grant is for 12,364 shares of common stock represented by time-based restricted stock units (RSUs). These time-based RSUs will vest over a three-year period, with 4,080 units vesting on each of 2/18/25 and 2/17/26 and 4,204 units vesting on 2/16/27, subject to continued employment (subject to certain limited exceptions) by the Reporting Person on the vesting dates.

2. The new grant is for 18,545 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.

3. The total number of securities beneficially owned includes: (a) the new grant for 12,364 time-based restricted stock units; and (b) the new grant for 18,545 performance-based restricted stock units.

# <u>Benjamin L. Morgan,</u> <u>Attorney in Fact</u>

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.

02/20/2024