SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Gerspach John C (Last) (First) (Middle) 3095 LOYALTY CIRCLE (Street) COLUMBUS OH 43219 (City) (State) (Zip)	BREAD FINANCIAL HOLDINGS, INC. [BFH] 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director; 10% Owner; Officer (give title below); Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	06/15/2022		A(1)		2,650	A	(1)	17,315(2)	D	
Common Stock								6,000	I	By Gerspach 2020 GST Exempt Trust(3)

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The new grant is for 2,650 shares of common stock represented by restricted stock units, which will vest on the earlier of (i) June 15, 2032 or (ii) termination of the director's service on the Company's board of directors, but in any case not earlier than June 15, 2023.

2. The total amount of securities beneficially owned includes: (a) 5,000 unrestricted shares; (b) 5,981 unvested restricted stock units granted 6/22/20; (c) 2,241 unvested restricted stock units granted 6/15/21; (d) 431 unvested restricted stock units granted 9/15/21; (e) 474 unvested restricted stock units granted 12/15/21; (f) 538 unvested restricted stock units granted 3/15/22; and (g) the new grant for 2,650 restricted stock units.

3. The shares are held by the Gerspach 2020 GST Exempt Trust, for which the Reporting Person's spouse serves as trustee.

Benjamin L. Morgan, Attorney in Fact — 06/17/2022

** 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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