

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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

1. Name and Address of Reporting Person* <u>MORGAN STANLEY</u> <hr/> (Last) (First) (Middle) 1585 BROADWAY <hr/> (Street) NEW YORK NY 10036 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/18/2022	3. Issuer Name and Ticker or Trading Symbol <u>Mondee Holdings, Inc. [MOND]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.0001 per share	9,690,567	I	See Footnotes ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
MORGAN STANLEY

 (Last) (First) (Middle)
 1585 BROADWAY

 (Street)
 NEW YORK NY 10036

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MS Capital Partners Adviser Inc

 (Last) (First) (Middle)
 1585 BROADWAY

 (Street)
 NEW YORK NY 10036

 (City) (State) (Zip)

Explanation of Responses:

- This statement is being filed by Morgan Stanley ("MS Parent") and MS Capital Partners Adviser Inc. ("Adviser"). MS Parent is the indirect parent of the general partners of the funds (the "Private Funds") that hold these shares of Class A Common Stock, par value \$0.0001 per share ("Common Stock"). The Adviser, an indirect subsidiary of MS Parent, is the investment manager to the Private Funds. Each of MS Parent and the Adviser may be deemed to beneficially own the shares of Common Stock held by the Private Funds.
- Each of MS Parent and the Adviser disclaims beneficial ownership of the shares of Common Stock included herein except to the extent of its pecuniary interest therein, if any,

and the inclusion of the shares of Common Stock in this report shall not be deemed to constitute an admission of beneficial ownership of such shares of Common Stock for the purposes of Section 13(d) or Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

Morgan Stanley, By: /s/
Mustufa Salehbhai, as
Authorized Signatory 08/23/2022
MS Capital Partners
Adviser Inc., By: Debra
Abramovitz, as Authorized
Signatory 08/23/2022

** 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 5 (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.