

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>MORGAN STANLEY</u> <hr/> (Last) (First) (Middle) 1585 BROADWAY <hr/> (Street) NEW YORK NY 10036 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mondee Holdings, Inc. [ MOND ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year) 09/30/2022		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A Preferred Stock, par value \$0.0001 per share	09/29/2022		P		1,000,000 <sup>(4)</sup>	A	(1)	1,000,000	I	See Footnote <sup>(2)(3)</sup>

**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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
MORGAN STANLEY  


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 (Last) (First) (Middle)  
 1585 BROADWAY  


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 (Street)  
 NEW YORK NY 10036  


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 (City) (State) (Zip)

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


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 (Last) (First) (Middle)  
 1585 BROADWAY  


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 (Street)  
 NEW YORK NY 10036  


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 (City) (State) (Zip)

**Explanation of Responses:**

- Morgan Stanley ("MS") is the indirect parent of the general partners of a fund (the "Private Fund") that paid \$10,000,000 in cash to Mondee Holdings, Inc. (the "Issuer") for 1,000,000 shares of Issuer Series A Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), and warrants (the "Warrants") to purchase 150,000 shares of Issuer Class A Common Stock, par value \$0.0001 per share (the "Common Stock," and together with the Preferred Stock and the Warrants, the "Issuer Securities"). Morgan Stanley Capital Partners Adviser Inc. ("Adviser"), an indirect subsidiary of MS, is the investment manager to the Private Fund.
- As a result of the aforementioned relationships among each of MS and the Adviser, on the one hand, and the Private Fund, on the other hand, each of MS and the Adviser may be deemed to share beneficial ownership over the Issuer Securities held by the Private Fund.
- Each of MS and the Adviser disclaims beneficial ownership of the Issuer Securities included herein except to the extent of its pecuniary interest therein, if any, and the inclusion of such Issuer Securities in this report shall not be deemed to be an admission of beneficial ownership of such Issuer Securities for the purposes of Section 13(d) or Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- This Form 4/A amends the Form 4 filed on September 30, 2022 and is being filed solely to correct the title of the securities reflected in Table I of that filing.

**Remarks:**

This filing does not reflect Issuer Securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the applicable MS reporting unit in accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).

Morgan Stanley, By: /s/  
Mustafa Salehbhai, as  
Authorized Signatory      02/03/2023  
MS Capital Partners Adviser  
Inc., By: Mustafa Salehbhai,  
as Authorized Signatory      02/03/2023  
\*\* 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.

**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.**