

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Dullum James</u>  (Last) (First) (Middle) 1800 PECAN PARK BLVD. SUITE 315  (Street) AUSTIN TX 78750  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/18/2022	
	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				
Class A Common Stock, par value \$0.0001 per share	07/18/2022		M		112,000 <sup>(1)</sup>	A <sup>(1)</sup>	(1)	112,000	D		
Class A Common Stock, par value \$0.0001 per share	05/25/2023		F		29,295 <sup>(2)</sup>	D	\$9.6	82,705	D		
Class A Common Stock, par value \$0.0001 per share	09/07/2023		A		200,000 <sup>(3)</sup>	A	(3)	282,705 <sup>(3)(4)</sup>	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)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	07/18/2022		M			112,000	01/18/2023	(1)	Class A Common Stock, par value \$0.0001 per share	112,000	\$0	0	D	

**Explanation of Responses:**

- The reported transaction represents the vesting of 112,000 restricted stock units ("RSUs") granted to the Reporting Person on July 18, 2022, as previously reported in Table II. The shares of Class A common stock, par value \$0.0001 per share ("Common Stock") of Mondee Holdings, Inc. (the "Issuer") underlying the RSUs became deliverable on January 18, 2023.
- Represents shares of Common Stock withheld to cover tax withholding obligations in connection with the vesting of RSUs.
- Represents RSUs payable in shares of Common Stock of the Issuer under the Issuer's 2022 Equity Incentive Plan and applicable RSU award agreement dated September 7, 2023 (the "RSU Agreement"). Under the RSU Agreement, the RSUs will vest as follows: 66,667 RSUs vest on each of January 1, 2024 and January 1, 2025, and 66,666 RSUs vest on January 1, 2026.
- The total reported in Column 5 includes the 200,000 newly granted RSUs and shares of Common Stock underlying the 112,000 vested RSUs previously reported in Table II, less the 29,295 shares of Common Stock withheld to cover tax withholding obligations.

**Remarks:**

/s/ James Dullum 09/13/2023

\*\* 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.