

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>Fintiklis Orestes</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>10800 PECAN PARK BLVD, SUITE 315</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>AUSTIN TX</u>	<u>78750</u>						
(City)	(State)	(Zip)						

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	08/23/2022		J	(1)(2)(3)	900,000	(1)(2)(3)	A	(1)(2)(3)	900,000	D	
Class A Common Stock, par value \$0.0001 per share									5,922,200	I	By Ithax Cyprus and Sponsor ⁽⁴⁾⁽⁵⁾

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					
Warrants	\$11.5							(6)	07/18/2027	Class A Common Stock, par value \$0.0001 per share	232,500	232,500	I	By Sponsor ⁽⁶⁾
Restricted Stock Units	(7)							(7)	(7)	Class A Common Stock, par value \$0.0001 per share	5,000	5,000	D	

Explanation of Responses:

- Pursuant to that certain Employment Agreement (the "Employment Agreement"), effective as of July 19, 2022, by and between the Reporting Person and Mondee Holdings, Inc., a Delaware corporation, formerly known as ITHAX Acquisition Corp., a Cayman Islands exempted company (the "Issuer"), the Issuer issued to the Reporting Person 900,000 shares (the "Earn-Out Shares") of Class A common stock, par value \$0.0001 per share, of the Issuer (the "Class A Common Stock"). The Earn-Out Shares vest during the four-year period following July 18, 2022 (the "Vesting Period") pursuant to that certain Earn-Out Agreement, dated December 20, 2021, by and among the Reporting Person, the Issuer, and the other parties thereto (the "Earn-Out Agreement"), filed as Exhibit 10.10 to the Registration Statement on Form S-4/A, filed on June 24, 2022 in connection with the Issuer's initial business combination.
- The Vesting Period is as follows--if at any time during the Vesting Period: (i) the price of the shares of Class A Common Stock exceeds a volume-weighted-average price ("VWAP") of \$12.50 per share for any 20 trading days within any 30 trading day period, 1/3 of the Earn-Out Shares shall immediately vest and no longer be subject to the forfeiture; (ii) the price of the shares of Class A Common Stock exceeds VWAP of \$15.00 per share for any 20 trading days within any 30 trading day period, 1/3 of the Earn-Out Shares shall immediately vest and no longer be subject to the forfeiture; and (iii) the price of the shares of Class A Common Stock exceeds a VWAP of \$18.00 per share for any 20 trading days within any 30 trading day period, 1/3 of the Earn-Out Shares shall immediately vest and no longer be subject to the forfeiture. Any Earn-Out Shares that do not vest during the Vesting Period shall be redeemed and cancelled in accordance with the Earn-Out Agreement.
- The Earn-Out Shares are also subject to restrictions in the Employment Agreement, whereby the Company will claw-back a certain number of the Earn-Out Shares if the Reporting Person voluntarily resigns or is terminated by the Company for "Cause" (as defined in the Employment Agreement) at certain times during the three-year period following July 18, 2022.
- On June 6, 2022, pursuant to that certain assignment and assumption of subscription agreement, ITHAX Acquisition Sponsor, LLC (the "Sponsor") assigned all of its right, title, and interest in and to that certain subscription agreement, dated December 20, 2021, by and between the Sponsor and the Issuer (the "Subscription Agreement"), to ITHAX Acquisition Sponsor Cy Ltd., a company organized under the laws of Cyprus ("Ithax Cyprus"), and Ithax Cyprus accepted the assignment and assumed all of the Sponsor's right title, and interest in the Subscription Agreement. The Reporting Person is the majority shareholder of Ithax Cyprus, and as such the Reporting Person has voting and investment discretion with respect to the 260,000 shares of Class A Common Stock owned by Ithax Cyprus. The Reporting Person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- The Reporting Person is the sole director of Ithaca Capital Partners 6 LLC, a Delaware limited liability company, a managing member of the Sponsor. As such, the Reporting Person has voting and investment discretion with respect to such shares of Class A Common Stock held of record by the Sponsor and may be deemed to have shared beneficial ownership of the shares of Class A Common Stock held directly by the Sponsor. The Reporting Person disclaims any beneficial ownership of the reported shares of Class A Common Stock other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- The Sponsor is the record holder of 232,500 warrants of the Issuer (the "Warrants") representing the right to purchase one share of Class A Common Stock at an exercise price of \$11.50 per share. The Warrants became exercisable on August 17, 2022. The Reporting Person is the sole director of Ithaca Capital Partners 6 LLC, a Delaware limited liability company, a managing member of the Sponsor. As such, the Reporting Person has voting and investment discretion with respect to the Warrants held of record by the Sponsor and may be deemed to have shared beneficial ownership of the shares of Warrants held directly by the Sponsor. The Reporting Person disclaims any beneficial ownership of the reported Warrants other than to the extent of any pecuniary interest he may have therein, directly or indirectly.
- Restricted stock units granted on July 18, 2022 under the Mondee Holdings, Inc. 2022 Equity Incentive Plan and applicable restricted stock unit award agreement (the "RSU Award Agreement"). Each restricted stock unit is the economic equivalent of one share of Class A Common Stock. Restricted stock units accrue dividend equivalents in the form of additional restricted stock units and are payable in shares of Class A Common Stock upon vesting. Under the RSU Award Agreement, 1/3 of the restricted stock units will vest if the Issuer's Class A Common Stock price reaches or exceeds a VWAP of \$12.50, \$15.00 and \$18.00 for any 20 days within any 30 day trading period.

/s/ Orestes Fintiklis

08/25/2022

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.