

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>Garner Brian</u> _____ (Last) (First) (Middle) <u>256 WEST DATA DR</u> _____ (Street) <u>DRAPER UT 84020</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROG Holdings, Inc. [ PRG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>X</b> Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u>	
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			
Common Stock	03/01/2022		A		9,003 <sup>(1)</sup>	A	\$0	26,760 <sup>(2)</sup>	D	
Common Stock	03/01/2022		A		11,357 <sup>(3)</sup>	A	\$29.16	38,117	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					
Stock Options (Right to Buy)	\$29.16	03/01/2022		A		24,117		03/07/2023 <sup>(4)</sup>	03/01/2032	Stock Options (Right to Buy)	24,117	24,117	D	

**Explanation of Responses:**

- Restricted stock award is expected to vest in three equal increments on each of March 7, 2023, 2024 and 2025, subject to the grant agreement between the Issuer and the Reporting Person.
- Number of shares reported includes 500 shares purchased through the Issuer's Employee Stock Purchase Plan on December 31, 2021.
- On March 1, 2022, the Compensation Committee of the Issuer's Board of Directors determined these performance shares were earned, based on the level of attainment of various performance goals. These shares, which were granted in March 2021, are expected to vest in three equal increments on each of March 7, 2022, 2023 and 2024, subject to the grant agreement between the Issuer and the Reporting Person.
- Stock option award is expected to vest in three equal increments on each of March 7, 2023, 2024 and 2025, subject to the grant agreement between the Issuer and the Reporting Person.

**Remarks:**

/s/ George M. Sewell, by  
Power of Attorney for Brian      03/03/2022  
Garner

\*\* 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.