

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>Fentress Marvin A</u>			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) _____ <u>General Counsel, Corp Sec</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</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>256 WEST DATA DR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>DRAPER</u>	<u>UT</u>	<u>84020</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			
<u>Common Stock</u>	<u>03/01/2022</u>		<u>A</u>		<u>7,290<sup>(1)</sup></u>	<u>A</u>	<u>\$0</u>	<u>75,840</u>	<u>D</u>	
<u>Common Stock</u>	<u>03/01/2022</u>		<u>A</u>		<u>10,718<sup>(2)</sup></u>	<u>A</u>	<u>\$29.16</u>	<u>86,558</u>	<u>D</u>	

**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					
<u>Stock Options (Right to Buy)</u>	<u>\$29.16</u>	<u>03/01/2022</u>		<u>A</u>		<u>19,524</u>		<u>03/07/2023<sup>(3)</sup></u>	<u>03/01/2032</u>	<u>Stock Options (Right to Buy)</u>	<u>19,524</u>	<u>19,524</u>	<u>D</u>	

**Explanation of Responses:**

1. 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.
2. 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.
3. 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 Marvin 03/03/2022  
A. Fentress

\*\* 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.