

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Fentress Marvin A</u> (Last) (First) (Middle) <u>256 WEST DATA DR</u> (Street) <u>DRAPER UT 84020</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/30/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>PROG Holdings, Inc. [PRG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel, Corp Sec</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>55,925</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options (Right to Buy)</u>	<u>(1)</u>	<u>02/06/2025</u>	<u>Stock Options (Right to Buy)</u> 12,800	<u>32.2</u>	<u>D</u>	
<u>Stock Options (Right to Buy)</u>	<u>(2)</u>	<u>02/26/2026</u>	<u>Stock Options (Right to Buy)</u> 22,800	<u>22.64</u>	<u>D</u>	
<u>Stock Options (Right to Buy)</u>	<u>(3)</u>	<u>02/24/2027</u>	<u>Stock Options (Right to Buy)</u> 18,420	<u>27.18</u>	<u>D</u>	
<u>Stock Options (Right to Buy)</u>	<u>(4)</u>	<u>03/02/2028</u>	<u>Stock Options (Right to Buy)</u> 11,760	<u>47.26</u>	<u>D</u>	
<u>Stock Options (Right to Buy)</u>	<u>(5)</u>	<u>02/21/2029</u>	<u>Stock Options (Right to Buy)</u> 9,030	<u>54.18</u>	<u>D</u>	
<u>Stock Options (Right to Buy)</u>	<u>(6)</u>	<u>02/25/2030</u>	<u>Stock Options (Right to Buy)</u> 13,350	<u>42.7</u>	<u>D</u>	

Explanation of Responses:

- These options vested in equal increments on each of March 15, 2016, 2017, and 2018.
- These options vested in equal increments on each of March 15, 2017, 2018, and 2019.
- These options vested in equal increments on each of March 15, 2018, 2019, and 2020.
- Two thirds of these options vested in two equal increments on each of March 7, 2019 and 2020. The remaining one third of these options are expected to vest on each of March 7, 2021, subject to the grant agreement between the Issuer and the Reporting Person.
- One third of these options vested on March 7, 2020. The remaining two thirds of these options are expected to vest in two equal increments on each of March 7, 2021 and 2022, subject to the grant agreement between the Issuer and the Reporting Person.
- These options are expected to vest in three equal increments on each of March 7, 2021, 2022 and 2023, subject to the grant agreement between the Issuer and the Reporting Person.

Remarks:

/s/ Matt Sewell, by Power
of Attorney for Marvin A. Fentress 12/07/2020

** 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 5 (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.