FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	$D \subset$	20549	
vasilligion,	D.C.	20349	

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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 ar Sewell (Last) 256 WES (Street) DRAPEI (City)	3. Da 03/0	2. Issuer Name and Ticker or Trading Symbol PROG Holdings, Inc. [PRG] 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) tive Securities Acquired, Disposed of, or Benef								(Chec X 6. Indi Line) X	Principal Acct Off, VP Fin Rep Individual or Joint/Group Filing (Check Applicable ne)								
1. Title of Security (Instr. 3)			2. Transac Date	. Transaction 2/ Date E: Month/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			or	5. Amount of Securities Beneficially Owned Follor Reported		nt of 6. Oves Formally (D) of ollowing		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	V	Amount	(A) c (D)	PII		(Instr. 3	ction(s) 3 and 4)	14)			
Common Stock			03/01/2022				A	_	2,103 ⁽¹⁾	A	\perp	\$0	5,653 ⁽		³⁽²⁾				
Common Stock			03/01/2022				A		923(3)	A	\$29.16		6,576			D			
Common Stock														175.51			I	By: 401(k) Plan	
		Tal									osed of, convertible				Owne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed ion Date, /Day/Year)	4. Transa Code (8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Expirati (Month/	ion Da Day/Y		7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		De Sei (In:	Price of rivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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. Number of shares reported includes 306 shares purchased through the Issuer's Employee Stock Purchase Plan on December 31, 2021.
- 3. 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.

Remarks:

George M. Sewell

03/03/2022

** 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.