

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> <hr/> (Last) (First) (Middle) 256 WEST DATA DR <hr/> (Street) DRAPER UT 84020 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2024</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	02/28/2024		A		18,240 ⁽¹⁾	A	\$0	67,174 ⁽²⁾	D	
Common Stock	02/28/2024		A		18,240 ⁽³⁾	A	\$0	85,414	D	
Common Stock	02/28/2024		A		38,132 ⁽⁴⁾	A	\$29.4	123,546	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)					

Explanation of Responses:

1. Restricted stock award is expected to vest in three equal increments on each of March 7, 2025, 2026 and 2027, subject to the grant agreement between the Issuer and the Reporting Person.
2. Number of shares reported includes 1,000 shares purchased through the Issuer's Employee Stock Purchase Plan on June 30, 2023 and December 31, 2023.
3. Restricted stock award is expected to vest over two years, with 34 percent vesting on March 7, 2025 and 66 percent vesting on March 7, 2026, subject to the grant agreement between the Issuer and the Reporting Person.
4. On February 28, 2024, 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 2023, are expected to vest in three equal increments on each of March 1, 2024, 2025 and 2026, subject to the grant agreement between the Issuer and the Reporting Person.

Remarks:

/s/ George M. Sewell, by
Power of Attorney for Brian Garner 03/01/2024

** 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.