

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0104 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>Hawkins Matthew J.</u><br><br>(Last) (First) (Middle)<br>1550 DIGITAL DRIVE, #300<br><br>(Street)<br>LEHI UT 84043<br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>06/07/2024 | 3. Issuer Name and Ticker or Trading Symbol<br><u>Waystar Holding Corp. [ WAY ]</u>  |  |
|   |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Executive Officer | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**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 | Title   | Amount or Number of Shares |  |  |   |
| Stock Options (right to buy)               | (1)  | 11/01/2027      | Common Stock  | 2,562,880                  | 4.14   | D  |   |
| Stock Options (right to buy)               | (2)  | 10/23/2029      | Common Stock  | 2,178,000                  | 16.53  | D  |   |
| Stock Options (right to buy)               | (3)  | 08/16/2032      | Common Stock  | 468,875                    | 33.06  | D  |   |
| Stock Options (right to buy)               | (4)  | 05/01/2034      | Common Stock  | 145,200                    | 37.2   | D  |   |
| Stock Options (right to buy)               | (5)  | 06/06/2034      | Common Stock  | 1,250,000                  | 21.5   | D  |   |

**Explanation of Responses:**

- These options are currently vested.
- Options granted on October 23, 2019 of which 50% of the option vests in five substantially equal annual installments commencing on October 22, 2020 and the remaining 50% of the option vests upon achievement of certain specified performance-based vesting criteria.
- Options granted on August 16, 2022 of which 50% of the option vests in five substantially equal annual installments commencing on August 16, 2023 and the remaining 50% of the option vests upon achievement of certain specified performance-based vesting criteria.
- Options granted on May 1, 2024 which vest in three equal annual installments commencing on May 1, 2025.
- Options granted on June 6, 2024 which vest in five equal annual installments commencing on June 6, 2025.

**Remarks:**

Exhibit 24 - Power of Attorney.

/s/ Matthew R. A. Heiman, 06/07/2024  
as Attorney-in-Fact

\*\* 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.**

**Power of Attorney**

Know all by these presents that the undersigned, does hereby make, constitute and appoint each of MATTHEW R. A. HEIMAN and STEVEN M. ORESKOVICH, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of WAYSTAR HOLDING CORP. (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto) and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of WAYSTAR HOLDING CORP., unless earlier revoked in writing. The undersigned acknowledges that MATTHEW R. A. HEIMAN and STEVEN M. ORESKOVICH are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Matthew J. Hawkins  
Name: Matthew J. Hawkins

Date: May 21, 2024

---