	FORM	4 U	NIT	ED STA	ΓES	SEC	-		-	ND D.C. 20	EXCHAN	IGE	CO	MM	ISSIC
	this box if no lo		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP												
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												
transac contrac for the securit intende defens	this box to indic ction was made ct, instruction or purchase or sa ies of the issue ed to satisfy the e conditions of ee Instruction 1	pursuant to a written plan le of equity that is affirmative Rule 10b5-					50(11) 0		invest			10-10			
1. Name and Address of Reporting Pers BAIN CAPITAL INVEST				<u>LC</u>							Symbol WAY				elationsh eck all ap Dire
(Last) (First) (Middle) 200 CLARENDON STREET			2)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2024 Offic below											
(Street) BOSTO	N MA	A 0	2116	;	4. lf	Amend	ment, I	Date	of Orig	jinal File	ed (Month/Day	/Year)		6. In Line	Forr
(City)	(Sta		Zip)												
Tabl 1. Title of Security (Instr. 3)			ble I - Non-Deriva 2. Transactio Date (Month/Day/N			n 2A. Deemed Execution Date,		e,	3. Transa Code (8)	action	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			or 5. Amour and Securitie Beneficia Owned F	
								ľ	Code	v	Amount	(A) o (D)	r Prie	ce	Reporte Transac (Instr. 3
Ordinary	Shares, \$0.	01 par value	12/12/202		24			J ⁽²⁾	,	23,936,936	D		(2)	2) 4,04	
Ordinary Shares, \$0.01 par value				12/12/202					J ⁽²⁾		23,936,936	A		(2)	27,9
		Tal	ble I								osed of, c convertibl				v Owne
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exec	ution Date,	Trans	action (Instr.	5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	Expi (Mor	ate Exer ration D hth/Day/		Amou Secur Under Deriva	nt of ities lying itive ity (Ins	5 (1	. Price of Perivative Security Instr. 5)
									\square				Amou or Numb		

Washington, D.C. 20549

OMB APPROVAL						
OMB Number: 3235-0287						
Estimated average burden						
hours per response: 0.5						

	dress of Reporting Per PITAL INVEST		2. Issuer Name and Ticker or Trading Symbol <u>Waystar Holding Corp.</u> [WAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director I 0% Owner
(Last) 200 CLAREN	(First) NDON STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2024	Officer (give title Other (specify below) below)
(Street) BOSTON	МА	02116	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 5)		Transaction			5. Amount of Securities Beneficially Owned Following Decentre (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Ordinary Shares, \$0.01 par value	12/12/2024		J ⁽²⁾		23,936,936	D	(2)	4,043,481	Ι	See Footnote ⁽¹⁾
Ordinary Shares, \$0.01 par value	12/12/2024		J ⁽²⁾		23,936,936	A	(2)	27,980,417	Ι	See Footnote ⁽¹⁾

	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	Title	Amount or Number of Shares				
				Code		(A)	(D)	Exercisable	Date	Title	Shares				

1. Name and Address of Reporting Person* **BAIN CAPITAL INVESTORS LLC**

(Last)	(First)	(Middle)	
200 CLAREN	DON STREET		
(Street)			
BOSTON	MA	02116	
(City)	(State)	(Zip)	
	ress of Reporting Pers <u>y Investor, LP</u>	on [*]	
(Last)	(First)	(Middle)	
200 CLAREN	DON STREET		
(Street)			
BOSTON	MA	02116	
(City)	(Zip)		
		*	

1. Name and Address of Reporting Person*

BCPE Derby	<u>GP, LLC</u>	
(Last) 200 CLARENDO	(First) ON STREET	(Middle)
(Street) BOSTON	МА	02116
(City)	(State)	(Zip)
1. Name and Addres Bain Capital	ss of Reporting Person [*] Fund XI, L.P.	
(Last) 200 CLARENDO	(First) ON STREET	(Middle)
(Street) BOSTON	МА	02116
(City)	(State)	(Zip)
	ss of Reporting Person [*] Partners XI, L.P.	
(Last) 200 CLARENDO	(First) ON STREET	(Middle)
(Street)	МА	02116
BOSTON	IMA	02116
(City)	(State)	(Zip)

Explanation of Responses:

1. Bain Capital Fund XI, LP ("Fund XI") is the (i) sole member of BCPE Derby GP, LLC ("Derby GP"), which is the general partner of BCPE Derby Investor, LP ("Derby Investor"), and (ii) sole member of BCPE Derby (DE) SPV, LLC, ("Derby SPV GP"), which is the general partner of BCPE Derby (DE) SPV, LP ("Derby SPV Investor"). Bain Capital Investors, LLC ("BCI") is the manager of Bain Capital Partners XI, LP ("Partners XI" and, together with BCI, Derby GP, Derby Investor, Derby SPV GP, Derby SPV Investor and Fund XI, the "Bain Capital Entities"), which is the general partner of Fund XI. As a result, each of the Bain Capital Entities may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Derby Investor and Derby SPV Investor. Each of the Bain Capital Entities beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

2. On December 12, 2024, Derby SPV Investor received 23,936,936 shares of Common Stock (the "Shares") in a transaction that is exempt from Section 16 pursuant to Rule 16a-13, wherein Derby Investor distributed the Shares to Fund XI, and then Fund XI immediately contributed the Shares to Derby SPV Investor. Following the transaction, Derby Investor directly owns 4,043,481 shares and Derby SPV Investor directly owns 23,936,936 shares.

<u>Bain Capital Investors, LLC,</u> <u>By: /s/ David Humphrey,</u> <u>Title: Authorized Signatory</u>	<u>12/16/2024</u>
BCPE Derby Investor, LP, By: BCPE Derby GP, LLC, its general partner, By: Bain Capital Fund XI, L.P. its member, By: Bain Capital Partners XI, L.P. its general partner, By: Bain Capital Investors, LLC its manager, By: /s/ David Humphrey, Title: Authorized	<u>12/16/2024</u>
BCPE Derby GP, LLC, By: Bain Capital Fund XI, L.P. its member, By: Bain Capital Partners XI, L.P. its general partner, By: Bain Capital Investors, LLC its general partner, By: /s/ David Humphrey, Title: Authorized Signatory	<u>12/16/2024</u>
Bain Capital Fund XI, LP, By: Bain Capital Partners XI, LP, its general partner, By: Bain Capital Investors, LLC, its manager, By: /s/ David Humphrey, Title: Authorized Signatory	<u>12/16/2024</u>
Bain Capital Partners XI, LP, By: Bain Capital Investors, LLC, its manager, By: /s/ David Humphrey, Title: Authorized Signatory	<u>12/16/2024</u>

** 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.