

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Gayhardt Donald			2. Issuer Name and Ticker or Trading Symbol Katapult Holdings, Inc. [KPLT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2022					
5204 TENNYSON PARKWAY ST. 500								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
PLANO, TX 75024-7141								
(City) (State) (Zip)			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	06/07/2022		M		23,809 (1)	A	\$ 0	23,809	D	
Common Stock	06/07/2022		A		104,167 (2)	A	\$ 0	127,976	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	06/07/2022		M		23,809		(3)	(3)	Common Stock	23,809.00	\$ 0	23,810	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gayhardt Donald 5204 TENNYSON PARKWAY ST. 500 PLANO, TX 75024-7141	X	X		

Signatures

/s/ By: Tahmineh Maloney, as Attorney-in-Fact for Don Gayhardt		06/09/2022
**Signature of Reporting Person		Date

Explanation of Responses:

* 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).

Restricted stock units ("RSUs") convert into shares of the Issuer's Common Stock on a one-for-one basis. The transaction represents the settlement of 21,395 vested RSUs in shares of the (1) Issuer's Common Stock and the deferral of settlement of 2,414 vested RSUs pursuant to the Reporting Person's election under the Issuer's Non-Employee Directors Deferred Compensation Plan.

- Annual grant of deferred restricted stock units ("DSUs") for service as a director of the Issuer. Each DSU vests on the earlier of (i) June 7, 2023 and (ii) the date of the Issuer's 2023
- (2) Annual Meeting of Stockholders; subject to the Reporting Person's continued service as a director of the Issuer through the vesting date, and represents a contingent right to receive one share of the Issuer's common stock.
 - (3) 2023 Annual Meeting of Stockholders; subject to the Reporting Person's continued service as a director of the Issuer through the vesting date. Settlement of the remaining 23,810 unvested RSUs will be deferred upon vesting pursuant to the Reporting Person's election under the Issuer's Non-Employee Directors Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.