

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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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 and Address of Reporting Person* <u>Peisert Daniel A.</u>  (Last) (First) (Middle) ASSERTIO HOLDINGS, INC. 100 SOUTH SAUNDERS ROAD, SUITE 300  (Street) LAKE FOREST IL 60045  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Assertio Holdings, Inc. [ ASRT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/19/2021		M		25,000	A	\$0	81,071 <sup>(1)</sup>	D	
Common Stock	05/19/2021		F		7,325 <sup>(2)</sup>	D	\$1.56	73,746	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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	<sup>(3)</sup>	05/19/2021		M			25,000 <sup>(4)</sup>	05/19/2021	05/19/2021	Common Stock	25,000	\$0 <sup>(5)</sup>	0	D	

**Explanation of Responses:**

- On May 18, 2021 the Issuer effected a 1-for-4 reverse stock split (the "Reverse Stock Split"). The number of securities reported on this Form 4 have been adjusted to reflect the Reverse Stock Split.
- Represents shares of common stock withheld for payment of taxes upon the vesting of restricted stock units.
- Each restricted stock unit represents the contingent right to receive one share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- This award was granted on May 19, 2020 and vested in full on May 19, 2021. All share amounts have been adjusted to reflect the Reverse Stock Split.
- The derivative securities were granted to the reporting person, and were not sold to the reporting person. As such, the reporting person did not pay any consideration for the derivative securities.

**Remarks:**

/s/ Jennifer Hipelius, attorney-in-fact for Daniel A. Peisert 05/21/2021

\*\* 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.

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