

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2021	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2021		M		4,087	A	\$0	207,659	D	
Common Stock	02/10/2021		F		1,414 <sup>(1)</sup>	D	\$1.16	206,245	D	
Common Stock	02/12/2021		M		27,587	A	\$0	233,832	D	
Common Stock	02/12/2021		F		9,545 <sup>(2)</sup>	D	\$1.14	224,287	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				
Performance Shares	(3)	02/10/2021		M		4,087		02/10/2021	02/10/2021	Common Stock	4,087	\$0 <sup>(4)</sup>	0	D	
Restricted Stock Units	(5)	02/11/2021		A		1,834,863		(6)	02/11/2024	Common Stock	1,834,863	\$0 <sup>(4)</sup>	1,834,863	D	
Restricted Stock Units	(7)	02/12/2021		M		27,587		(8)	02/12/2022	Common Stock	27,587	\$0 <sup>(4)</sup>	27,588	D	

Explanation of Responses:

- Represents shares of common stock withheld for payment of taxes upon the vesting of performance shares.
- Represents shares of common stock withheld for payment of taxes upon the vesting of restricted stock units.
- Each performance share represents the contingent right to receive one share of common stock. This transaction represents the settlement of vested performance shares in shares of common stock.
- 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.
- Each restricted stock unit represents a contingent right to receive one share of the registrant's common stock.
- One-third of these restricted stock units are scheduled to vest on each of February 11, 2022, 2023 and 2024, assuming continued employment through the applicable vesting date.
- 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.
- One-third of these restricted stock units are scheduled to vest on each of February 12, 2020, 2021 and 2022.

Remarks:

/s/ Jennifer Hipelius, attorney-in-fact for Daniel A. Peisert 02/12/2021

\*\* 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.

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.