

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

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

1. Name and Address of Reporting Person* <u>CR Group L.P.</u> <hr/> (Last) (First) (Middle) 1000 MAIN ST. SUITE 2500 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Assertio Holdings, Inc.</u> [ASRT] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 12/23/2020 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 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
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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	12/23/2020		S		6,784,334	D	\$0.3745 ⁽¹⁾	2,182,851	I	By Loan Security Holdings I LLC ⁽²⁾
Common Stock	12/24/2020		S		1,982,851	D	\$0.3682 ⁽³⁾	200,000	I	By Loan Security Holdings I LLC ⁽²⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
CR Group L.P.

 (Last) (First) (Middle)
 1000 MAIN ST.
 SUITE 2500

 (Street)
 HOUSTON TX 77002

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CRG Partners III - Parallel Fund (A) L.P.

 (Last) (First) (Middle)
 1000 MAIN ST.
 SUITE 2500

 (Street)
 HOUSTON PA 77002

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRG Partners III - Parallel Fund B \(Cayman\) L.P.](#)

(Last) (First) (Middle)
1000 MAIN ST.
SUITE 2500

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRG Partners III \(Cayman\) Lev AIV I L.P.](#)

(Last) (First) (Middle)
1000 MAIN ST.
SUITE 2500

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRG Partners III \(Cayman\) Unlev AIV I L.P.](#)

(Last) (First) (Middle)
1000 MAIN ST.
SUITE 2500

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRG Partners III L.P.](#)

(Last) (First) (Middle)
1000 MAIN ST.
SUITE 2500

(Street)
HOUSTON PA 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Loan Security Holdings I LLC](#)

(Last) (First) (Middle)
1000 MAIN ST.
SUITE 2500

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

Explanation of Responses:

1. The price reported is a weighted-average price. The shares were sold at prices ranging from \$0.3428 to \$0.3967. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
2. The securities are held by Loan Security Holdings I LLC, a wholly owned LLC held by CRG Partners III - Parallel Fund "A" L.P., CRG Partners III - Parallel Fund "B" (Cayman) L.P., CRG Partners III (Cayman) Lev AIV I L.P., CRG Partners III (Cayman) Unlev AIV I L.P., and CRG Partners III L.P. (collectively, the "CRG Entities"). CRG Entities collectively hold all of the issued and outstanding shares of Loan Security Holdings I LLC. CR Group L.P. may be deemed to beneficially own the Shares by virtue of its position as the investment manager for the CRG Entities.
3. The price reported is a weighted-average price. The shares were sold at prices ranging from \$0.3510 to \$0.41. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

Remarks:

[/s/ Andrei Dorenbaum,](#)
[authorized signatory for CR](#)

[12/29/2020](#)

Group L.P. and each of the
CRG Entities

/s/ Andrei Dorenbaum,
authorized signatory for Loan 12/29/2020
Security Holdings I LLC

** 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.