

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>Patel Ajay</u> <hr/> (Last) (First) (Middle) <u>C/O ASSERTIO HOLDINGS, INC.</u> <u>100 SOUTH SAUNDERS ROAD, SUITE 300</u> <hr/> (Street) <u>LAKE FOREST IL 60045</u> <hr/> (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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: right;"><b>SVP and CAO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2021</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	07/31/2021		M		8,060	A	\$0	26,259.934	D	
Common Stock	07/31/2021		F		2,271 <sup>(1)</sup>	D	\$1.26	23,988.934	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
Restricted Stock Units	\$0.0 <sup>(2)</sup>	07/31/2021		M			8,060 <sup>(3)</sup>	(3)	07/31/2022	Common Stock	8,060	\$0 <sup>(4)</sup>	8,060	D	

**Explanation of Responses:**

- 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.
- One-third of these restricted stock units are scheduled to vest on each of July 31, 2020, 2021 and 2022, assuming continued employment through the applicable vesting date.
- 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/ Sam Schlessinger, attorney in fact for Ajay Patel 08/02/2021

\*\* 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.