

**MEREDITH HOLDINGS CORP**  
Reported by  
**ZIESER JOHN S**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 12/03/21 for the Period Ending 12/01/21

Address      1716 LOCUST STREET  
                  DES MOINES, IA, 50309  
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CIK            0001880863  
Fiscal Year   12/31

# FORM 4

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

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Instruction 1(b).

### 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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
ZIESER JOHN S			Meredith Holdings Corp [ NONE ]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Development Officer, GC</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			12/1/2021		
C/O 1716 LOCUST ST			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
DES MOINES, IA 50309								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	3A. Deemed Execution Date, if any	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 (\$1 par value)	12/1/2021		D		12,877 <span style="color: red;">(1)</span>	D	<span style="color: red;">(2)</span>		0 D
Common Stock (\$1 par value)	12/1/2021		D		54 <span style="color: red;">(1)</span>	D	<span style="color: red;">(2)</span>		0 I By 401(k) Plan

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					
Restricted Stock Units	<span style="color: red;">(1)</span>	12/1/2021		A		78,550 <span style="color: green;">(1)</span>		<span style="color: red;">(1)</span>	<span style="color: red;">(1)</span>	Common Stock (\$1 par value)	78,550	<span style="color: red;">(1)</span>	78,550 D
Restricted Stock Units	<span style="color: red;">(1)</span>	12/1/2021		D			78,550	<span style="color: red;">(1)</span>	<span style="color: red;">(1)</span>	Common Stock (\$1 par value)	78,550	<span style="color: red;">(1)</span>	0 D
Non-Qualified Stock Option (right to buy)	\$37.71 <span style="color: red;">(1)</span>	12/1/2021		A		20,000 <span style="color: green;">(1)</span>		8/9/2019	8/9/2026	Common Stock (\$1 par value)	20,000	<span style="color: red;">(1)</span>	20,000 D
Non-Qualified Stock Option (right to buy)	\$37.71 <span style="color: red;">(1)</span>	12/1/2021		D			20,000	8/9/2019	8/9/2026	Common Stock (\$1 par value)	20,000	<span style="color: red;">(1)</span>	0 D
Non-Qualified Stock Option (right to buy)	\$41.34 <span style="color: red;">(1)</span>	12/1/2021		A		18,000 <span style="color: green;">(1)</span>		8/8/2020	8/8/2027	Common Stock (\$1 par value)	18,000	<span style="color: red;">(1)</span>	18,000 D
Non-Qualified Stock Option (right to buy)	\$41.34 <span style="color: red;">(1)</span>	12/1/2021		D			18,000	8/8/2020	8/8/2027	Common Stock (\$1 par value)	18,000	<span style="color: red;">(1)</span>	0 D
Non-Qualified Stock Option (right to buy)	\$41.23 <span style="color: red;">(1)</span>	12/1/2021		A		64,000 <span style="color: red;">(1)</span>		2/2/2021	2/2/2028	Common Stock (\$1 par value)	64,000	<span style="color: red;">(1)</span>	64,000 D
Non-Qualified Stock Option (right to buy)	\$41.23 <span style="color: red;">(1)</span>	12/1/2021		D			64,000	2/2/2021	2/2/2028	Common Stock (\$1 par value)	64,000	<span style="color: red;">(1)</span>	0 D
Non-Qualified Stock Option (right to buy)	\$37.38 <span style="color: red;">(1)</span>	12/1/2021		A		21,000 <span style="color: green;">(1)</span>		8/21/2021	8/21/2028	Common Stock (\$1 par value)	21,000	<span style="color: red;">(1)</span>	21,000 D
Non-Qualified Stock Option (right to buy)	\$37.38 <span style="color: red;">(1)</span>	12/1/2021		D			21,000	8/21/2021	8/21/2028	Common Stock (\$1 par value)	21,000	<span style="color: red;">(1)</span>	0 D
Non-Qualified Stock Option (right to buy)	\$26.37 <span style="color: red;">(1)</span>	12/1/2021		A		32,000 <span style="color: green;">(1)</span>		9/16/2022	9/16/2029	Common Stock (\$1 par value)	32,000	<span style="color: red;">(1)</span>	32,000 D
Non-Qualified Stock Option (right to buy)	\$26.37 <span style="color: red;">(1)</span>	12/1/2021		D			32,000	9/16/2022	9/16/2029	Common Stock (\$1 par value)	32,000	<span style="color: red;">(1)</span>	0 D
Non-Qualified Stock Option (right to buy)	\$10.15 <span style="color: red;">(1)</span>	12/1/2021		A		79,275 <span style="color: green;">(1)</span>		8/24/2023	8/24/2030	Common Stock (\$1 par value)	79,275	<span style="color: red;">(1)</span>	79,275 D
Non-Qualified Stock Option (right to buy)	\$10.15 <span style="color: red;">(1)</span>	12/1/2021		D			79,275	8/24/2023	8/24/2030	Common Stock (\$1 par value)	79,275	<span style="color: red;">(1)</span>	0 D
Stock Equivalent Units	<span style="color: red;">(1)</span>	12/1/2021		A		82,346 <span style="color: green;">(1)</span>		<span style="color: red;">(1)</span>	<span style="color: red;">(1)</span>	Common Stock (\$1 par value)	82,346	<span style="color: red;">(1)</span>	82,346 D
Stock Equivalent Units	<span style="color: red;">(1)</span>	12/1/2021		D			82,346	<span style="color: red;">(1)</span>	<span style="color: red;">(1)</span>	Common Stock (\$1 par value)	82,346	<span style="color: red;">(1)</span>	0 D

**Explanation of Responses:**

- (1) The Reporting Person received these shares in the previously announced spin-off of Meredith Corporation's digital and magazine segments and corporate operations (the "Spin-Off"), described in the issuer's Registration Statement on Form 10 filed with the Securities and Exchange Commission on November 9, 2021 (the "Form 10"). The Spin-Off involved the pro rata distribution of shares of the issuer by Meredith Corporation to its shareholders on a one-for-one basis and the Spin-Off was consummated on December 1, 2021. The Reporting Person's receipt of such shares in the Spin-Off was exempt from reporting pursuant to Rule 16a-9.
- (2) In connection with the closing of the previously announced acquisition of the issuer by Dotdash Media Inc. (the "Merger") and as described in the Current Report on Form 8-K filed by Meredith Corporation, which was previously the issuer's parent company, on October 6, 2021 (the "8-K"), each share of Common Stock was exchanged for \$42.18 in cash per share.
- (3) In connection with the Merger and as described in the 8-K, these awards were canceled in exchange for \$42.18 in cash per share.
- (4) In connection with the Spin-Off and as described in the Form 10, the Reporting Person received this award in partial consideration for the cancellation of an equity award of Meredith Corporation previously held by the Reporting Person.
- (5) Pursuant to their original terms, the Restricted Stock Units were convertible to Common Stock on a one-for-one basis upon the completion of a three-year vesting period.
- (6) In connection with the Merger and as described in the 8-K, this option was canceled in exchange for a cash amount equal to the excess, if any, of \$42.18 per share less the exercise price.
- (7) Pursuant to their original terms, the Stock Equivalent Units were convertible to Common Stock on a one-for-one basis upon the reporting person's retirement from or termination of employment with the issuer.

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ZIESER JOHN S C/O 1716 LOCUST ST DES MOINES, IA 50309</b>			<b>Chief Development Officer, GC</b>	

**Signatures**

/s/ Andrew Kane, by Power of Attorney for John S. Zieser

12/3/2021

\*\*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 control number.

## POWER OF ATTORNEY

Effective August 7, 2020, the undersigned constitutes and appoints:

**Andrew Kane**

**Karen Johnson**

**Diana Dubuisson**

**Kara Brodell**

as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to sign any and all SEC statements of ownership of securities, including, but not limited to Forms 3, 4, 5, 13G, and Form IDs as required under the Securities Exchange Act of 1934, and Form 144 as required under the Securities Act of 1933, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each act and thing requisite and necessary to be done under said Acts to complete and file the said forms, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the Securities and Exchange Commission. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

Dated: 8/1/20

By: JOHN S. ZIESER



[Signature]



