SEC Form 4

FORM 4

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

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

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 [*] ABRAMO GUY P	2. Issuer Name **and** Ticker or Trading Symbol HireRight Holdings Corp [HRT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)
100 CENTERVIEW DRIVE

(Street)
NASHVILLE   TN   37214

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

X Director   10% Owner
X Officer (give title below)   Other (specify below)
President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
  Form filed by More than One Reporting Person

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	11/20/2022		M[(1)]		40,296[(1)]	A	$0	40,296	D	
Common Stock	11/20/2022		F		18,678[(2)]	D	$9.29[(2)]	21,618	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 Unit (RSU)[(3)]	$0.0	11/20/2022		M			40,296	(1)	(1)	Common Stock	40,296	$0	120,888	D	

Explanation of Responses:

1. The RSUs were originally granted on October 28, 2021 under the Company's 2021 Omnibus Incentive Plan. 25% of the RSUs vested on November 20, 2022 with the remaining generally vesting 25% on each of November 20, 2023, November 20, 2024, and November 20, 2025, subject to continued employment.

2. Represents shares withheld by the Issuer to satisfy the Reporting Person's tax withholding obligation in connection with the settlement of shares of common stock underlying the Reporting Person's restricted stock units which vested on November 20, 2022.

3. Each restricted stock unit (RSU) represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.

Remarks:

/s/ Brian W. Copple, as attorney-in-fact for Guy P. Abramo   11/22/2022

** 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.