

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* Garner Brian			2. Issuer Name and Ticker or Trading Symbol PROG Holdings, Inc. [PRG]			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) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2020			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
256 WEST DATA DR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) DRAPER UT 84020								
(City) (State) (Zip)								

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	11/30/2020		A		3,845 ⁽¹⁾	A	\$39.39	10,639	D	
Common Stock	11/30/2020		A		809	A	⁽²⁾	11,448	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
Stock Options (Right to Buy)	\$25.07 ⁽³⁾	11/30/2020		A		137 ⁽³⁾		⁽⁴⁾	02/24/2027	Stock Options (Right to Buy)	137 ⁽³⁾	\$25.07 ⁽³⁾	1,767	D	
Stock Options (Right to Buy)	\$43.59 ⁽³⁾	11/30/2020		A		236 ⁽³⁾		⁽⁵⁾	03/02/2028	Stock Options (Right to Buy)	236 ⁽³⁾	\$43.59 ⁽³⁾	3,036	D	
Stock Options (Right to Buy)	\$49.97 ⁽³⁾	11/30/2020		A		326 ⁽³⁾		⁽⁶⁾	02/21/2029	Stock Options (Right to Buy)	326 ⁽³⁾	\$49.97 ⁽³⁾	4,196	D	
Stock Options (Right to Buy)	\$39.39 ⁽³⁾	11/30/2020		A		445 ⁽³⁾		⁽⁷⁾	02/25/2030	Stock Options (Right to Buy)	445 ⁽³⁾	\$39.39 ⁽³⁾	5,725	D	

Explanation of Responses:

- In connection with the spin-off of the Aaron's Company, Inc. from PROG Holdings, Inc., the Compensation Committee of the Issuer's Board of Directors determined these performance shares were earned, based on the level of attainment of various financial performance goals. These shares, which were granted in February 2020, are expected to vest in three equal increments on each of March 7, 2021, 2022 and 2023, subject to the grant agreement between the Issuer and the Reporting Person.
- In connection with the spin-off of The Aaron's Company, Inc. from PROG Holdings, Inc., the number of unvested restricted shares and performance shares granted to the Reporting Person prior to the spin-off were adjusted in accordance with the Employee Matters Agreement in a manner intended to preserve the aggregate value of the original corresponding PROG Holdings, Inc. equity grant, which resulted in the Reporting Person receiving these additional shares of PROG Holdings, Inc.
- In connection with the spin-off of The Aaron's Company, Inc. from PROG Holdings, Inc., the number of stock options granted to the Reporting Person prior to the spin-off, and exercise prices of each option award, were adjusted in accordance with the Employee Matters Agreement in a manner intended to preserve the aggregate value of the original corresponding PROG Holdings, Inc. grant of stock options, which resulted in the Reporting Person receiving these additional stock options of PROG Holdings, Inc. at the specified exercise prices.
- These options vested on March 15, 2020.
- One half of these options vested on March 7, 2020, with the other one half expected to vest on March 7, 2021, subject to the grant agreement between the Issuer and the Reporting Person.
- One third of these options vested on March 7, 2020. The remaining two thirds of these options are expected to vest in two equal increments on each of March 7, 2021 and 2022, subject to the grant agreement between the Issuer and the Reporting Person.
- These options are expected to vest in three equal increments on each of March 7, 2021, 2022 and 2023, subject to the grant agreement between the Issuer and the Reporting Person.

Remarks:

/s/ George M. Sewell, by
Power of Attorney for Brian 12/14/2020
Garner

** 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.