

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Waystar Holding Corp. [WAY]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2024	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares, \$0.01 par value	12/12/2024		J ⁽²⁾		23,936,936	D	(²)	4,043,481	I	See Footnote ⁽¹⁾
Ordinary Shares, \$0.01 par value	12/12/2024		J ⁽²⁾		23,936,936	A	(²)	27,980,417	I	See Footnote ⁽¹⁾

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*
BAIN CAPITAL INVESTORS LLC
 (Last) (First) (Middle)
 200 CLARENDON STREET
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BCPE Derby Investor, LP
 (Last) (First) (Middle)
 200 CLARENDON STREET
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCPE Derby GP, LLC](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bain Capital Fund XI, L.P.](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bain Capital Partners XI, L.P.](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Bain Capital Fund XI, LP ("Fund XI") is the (i) sole member of BCPE Derby GP, LLC ("Derby GP"), which is the general partner of BCPE Derby Investor, LP ("Derby Investor"), and (ii) sole member of BCPE Derby (DE) SPV, LLC, ("Derby SPV GP"), which is the general partner of BCPE Derby (DE) SPV, LP ("Derby SPV Investor"). Bain Capital Investors, LLC ("BCI") is the manager of Bain Capital Partners XI, LP ("Partners XI" and, together with BCI, Derby GP, Derby Investor, Derby SPV GP, Derby SPV Investor and Fund XI, the "Bain Capital Entities"), which is the general partner of Fund XI. As a result, each of the Bain Capital Entities may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Derby Investor and Derby SPV Investor. Each of the Bain Capital Entities disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

2. On December 12, 2024, Derby SPV Investor received 23,936,936 shares of Common Stock (the "Shares") in a transaction that is exempt from Section 16 pursuant to Rule 16a-13, wherein Derby Investor distributed the Shares to Fund XI, and then Fund XI immediately contributed the Shares to Derby SPV Investor. Following the transaction, Derby Investor directly owns 4,043,481 shares and Derby SPV Investor directly owns 23,936,936 shares.

[Bain Capital Investors, LLC,](#)
[By: /s/ David Humphrey,](#) [12/16/2024](#)

[Title: Authorized Signatory](#)

[BCPE Derby Investor, LP, By:](#)
[BCPE Derby GP, LLC, its](#)
[general partner, By: Bain](#)
[Capital Fund XI, L.P. its](#)
[member, By: Bain Capital](#) [12/16/2024](#)
[Partners XI, L.P. its general](#)
[partner, By: Bain Capital](#)

[Investors, LLC its manager,](#)

[By: /s/ David Humphrey,](#)

[Title: Authorized](#)

[BCPE Derby GP, LLC, By:](#)
[Bain Capital Fund XI, L.P. its](#)
[member, By: Bain Capital](#)
[Partners XI, L.P. its general](#)
[partner, By: Bain Capital](#) [12/16/2024](#)
[Investors, LLC its general](#)
[partner, By: /s/ David](#)

[Humphrey, Title: Authorized](#)

[Signatory](#)

[Bain Capital Fund XI, LP, By:](#)
[Bain Capital Partners XI, LP,](#)
[its general partner, By: Bain](#)
[Capital Investors, LLC, its](#) [12/16/2024](#)
[manager, By: /s/ David](#)
[Humphrey, Title: Authorized](#)

[Signatory](#)

[Bain Capital Partners XI, LP,](#)
[By: Bain Capital Investors,](#)
[LLC, its manager, By: /s/](#) [12/16/2024](#)

[David Humphrey, Title:](#)

[Authorized Signatory](#)

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.