

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 * <u>von Walter Amy</u> (Last) (First) (Middle) <u>C/O MOHAWK GROUP HOLDINGS, INC.</u> <u>37 EAST 18TH STREET, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10003</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mohawk Group Holdings, Inc. [MWK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/21/2019</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	08/21/2019		A ⁽¹⁾		28,325 ⁽²⁾	A	(1)	28,325	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					
Stock Option (Right to Buy)	\$10	08/21/2019		D ⁽¹⁾			28,325	(3)	06/12/2029	Common Stock	28,325	(1)	0	D

Explanation of Responses:

- Pursuant to an agreement by and between the Company and the Reporting Person, the Reporting Person's option to purchase shares of common stock was cancelled on August 21, 2019 in exchange for an award of 28,325 shares of restricted common stock under the Issuer's 2018 Equity Incentive Plan, subject to vesting.
- Comprised of 28,325 shares of restricted common stock granted pursuant to the Issuer's 2018 Equity Incentive Plan that are subject to vesting. 1/3rd of the number of shares of restricted common stock shall vest on June 12, 2020 and 1/24th of the number of shares of restricted common stock shall vest following each one month period thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- The cancelled option provided that 1/3rd of the number of shares subject to the option would vest on June 12, 2020 and 1/24th of the number of shares subject to the option would vest following each one month period thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.

Remarks:

/s/ Joseph Risico, as attorney-in-fact for Amy von Walter 08/21/2019
 ** 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.

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