

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Bernstein Bruce</u> <hr/> (Last) (First) (Middle) <u>C/O XPRESSPA GROUP, INC.</u> <u>254 WEST 31ST STREET, 11TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10001</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>XpresSpa Group, Inc. [ XSPA ]</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>01/26/2022</u>			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		
			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 <sup>(1)</sup>	01/26/2022		A		62,500 <sup>(2)</sup>	A	\$0	739,198 <sup>(3)</sup>	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 Option (right to buy) <sup>(1)</sup>	\$1.28	01/26/2022		A		93,750		(4)	01/26/2032	Common Stock	93,750	\$0	93,750	D	

**Explanation of Responses:**

- These securities were issued as part of the Issuer's equity grant to directors.
- Represents restricted stock units which vest in equal quarterly installments over a one-year period, with one-fourth vesting at the end of each fiscal quarter, such that the options will be fully vested as of December 31, 2022.
- The total also includes 500,000 restricted stock units, which were granted on July 29, 2021 and were previously reported and which vest in equal quarterly installments over a one-year period, with one-fourth vesting at the end of each fiscal quarter, such that the options will be fully vested as of June 30, 2022.
- The options vest in equal quarterly installments over a one-year period, with one-fourth vesting at the end of each fiscal quarter, such that the options will be fully vested as of December 31, 2022.

**Remarks:**

/s/ Cara Soffer, Attorney-in-Fact for Bruce Bernstein 01/31/2022  
 \*\* 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.