

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

**FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

OMB APPROVAL	
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SEC USE ONLY
DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER <i>(Please type or print)</i> Lindblad Expeditions Holdings, Inc.		b) IRS IDENT. NO. 27-4749725	(c) S.E.C. FILE NO. 001-35898		
1 (d) ADDRESS OF ISSUER		STREET		CITY	STATE
96 Morton Street, 9th Floor		New York		NY	10014
				AREA CODE	NUMBER
				212	261-9000
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Mark Ein		(b) RELATIONSHIP TO ISSUER Director, 10% stockholder	(c) ADDRESS STREET 96 Morton Street	CITY New York	STATE NY
				ZIP CODE 10014	

**INSTRUCTION:** *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>	(d) Aggregate Market Value <i>(See instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	(f) Approximate Date of Sale <i>(See instr. 3(f))</i> (MO. DAY YR.)	(g) Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		Broker-Dealer File Number					
Common Stock, par value \$0.0001 per share	Citigroup Global Markets Inc. (1) 390 Greenwich St. 3rd Floor New York, NY 10013		1,242,500 (2)	\$20,451,550 (3)	50,126,926	05/19/2021	The NASDAQ Stock Market LLC

**INSTRUCTIONS:**

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock, par value \$0.0001 per share	July 8, 2015	See (4) under "Remarks" below	Lindblad Expeditions Holdings, Inc.	3,456,416	See (4) under "Remarks" below	See (4) under "Remarks" below

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

**REMARKS:**

See Annex A

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

May 19, 2021

DATE OF NOTICE

May 19, 2021

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

## Annex A

(1) Citigroup Global Markets Inc. is an affiliate of Citibank, N.A.

(2) In accordance with the procedures described in the Commission's interpretive letter to Goldman, Sachs & Co. dated December 20, 1999 and the Commission's interpretive letter to Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Inc., dated December 1, 2011, the shares noticed in Section 3(c) of this Form 144 are subject to variable pre-paid forward sale contracts (the "Contracts") between Leland Investments, Inc. ("Leland") and Citibank, N.A., an affiliate of the broker named in Section 3(b) of this Form 144. The Contracts will provide for an up-front cash payment to Leland based upon the then-current market price of the shares. Upon the expiration or early termination of the Contracts, Leland will be obligated to make a cash settlement or instead deliver the number of shares underlying the Contracts. Leland has pledged (without the rights of rehypothecation) the shares subject to the Contracts to secure Leland's obligations thereunder.

(3) Based on the closing price per share of \$16.46 on May 19, 2021.

(4) On July 8, 2015, Capital Acquisition Management 2 LLC acquired 3,456,416 shares of common stock from the Issuer. Leland Investments, Inc., an entity controlled by Mr. Ein, is the sole member of Capitol Acquisition Management 2 LLC. Accordingly, Mr. Ein is deemed to have beneficial ownership of shares held by Capitol Acquisition Management 2 LLC.