SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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).

☐ 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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Repass Wolfe | Fold Holdings, Inc. [ FLD ] | ☐ Director ☐ 10% Owner |
| (Last) (First) (Middle) | Foreign Trading Symbol | ☑ Officer (give title below) ☐ Other (specify below) |
| 2942 NORTH 24TH ST, SUITE 115, #42035 | 3. Date of Earliest Transaction (Month/Day/Year) | Chief Financial Officer |
| (Street) | 10/30/2026 | |
| PHOENIX AZ 85016 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (City) (State) (Zip) | | ☑ Form filed by One Reporting Person<br>☐ Form filed by More than One Reporting Person |

### 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 | 10/30/2026 | | M | | 2,639 | A | (1) | 742,754 | D | |
| Common Stock | 10/30/2026 | | M | | 18 | A | (1) | 742,772 | D | |
| Common Stock | 10/30/2026 | | M | | 1,540 | A | (1) | 744,312 | D | |
| Common Stock | 11/02/2026 | | S(2) | | 1,157 | D | $0.552 | 743,155 | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | (3) | 10/30/2026 | | M | | | 2,639 | (4) | (4) | Common Stock | 2,639 | (5) | 10,555 | D | |
| Restricted Stock Units | (3) | 10/30/2026 | | M | | | 18 | (6) | (6) | Common Stock | 18 | (5) | 172 | D | |
| Restricted Stock Units | (3) | 10/30/2026 | | M | | | 1,540 | (7) | (7) | Common Stock | 1,540 | (5) | 29,256 | D | |

**Explanation of Responses:**

1. Restricted stock units convert into common stock on a one-for-one basis.

2. The sale reported on this Form 4 represents shares sold by Mr. Repass to cover tax withholding obligations in connection with the vesting and settlement of restricted stock units. The sale is mandated by the Issuer's election to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by Mr. Repass.

3. Not applicable.

4. The restricted stock units vest as to one-fourth of the underlying shares beginning on March 1, 2024 and thereafter in 48 equal monthly installments, subject to Mr. Repass' continued service through the applicable vesting date and a liquidity event vesting condition. The liquidity event vesting condition was satisfied upon the merger described in Footnote 5.

5. Represents securities received as part of the Issuer's business combination, in connection with that certain Agreement and Plan of Merger, dated as of July 24, 2024 (the "Merger Agreement"), by and among the Issuer (formerly FTAC Emerald Acquisition Corp.), FTAC EMLD Merger Sub Inc. and Fold, Inc. ("Legacy Fold"), pursuant to which each outstanding Legacy Fold RSU Award was automatically converted into an award of restricted stock units covering a number of shares of the Issuer's Common Stock based on the exchange ratio described in the Issuer's Registration Statement on Form S-4, as amended (Reg. No. 333-282520).

6. The restricted stock units vest as to one-fourth of the underlying shares beginning on September 1, 2024 and thereafter in 48 equal monthly installments, subject to Mr. Repass' continued service through the applicable vesting date and a liquidity event vesting condition. The liquidity event vesting condition was deemed met upon the Merger.

7. The restricted stock units vest as to one-fourth of the underlying shares beginning on June 1, 2025 and thereafter in 48 equal monthly installments, subject to Mr. Repass' continued service through the applicable vesting date and a liquidity event vesting condition.The liquidity event vesting condition was deemed met upon the Merger.

**Remarks:**

Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24 to the Form 4 filed by Mr. Repass on February 20, 2026).

/s/ Audrey Bartosh, Attorney-in-Fact — 11/03/2026

** 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.**