SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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).

☐ 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*
Wagner Daniel Maurice

(Last) (First) (Middle)
C/O REZOLVE AI PLC
21 SACKVILLE STREET

(Street)
LONDON

(City) (State) (Zip)
UNITED KINGDOM

(Country)

2. Issuer Name **and** Ticker or Trading Symbol
REZOLVE AI PLC [RZLV]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
07/10/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☑ 10% Owner
☑ Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Ordinary Shares	07/10/2026		W		543,993	A	$0	50,331,287(1)	I	See Footnote (2)(2)
Ordinary Shares								4,698,505	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Call Option (Obligation to Sell)	$1.48	08/16/2026(3)		X			1,566,697(4)	09/18/2024	08/16/2026	Ordinary Shares	1,566,697	$0.00	0	I	See Footnote (5)(5)
Call Option (Obligation to Sell)	$3	08/16/2026(6)		E	V		2,025,496(7)	09/18/2024	08/16/2026	Ordinary Shares	2,025,496	$0.00	0	I	See Footnote (8)(8)

Explanation of Responses:

1. The reported acquisition reflects the distribution on July 10, 2026 of 543,993 Ordinary Shares from the Estate of John Wagner to DBLP for no consideration. The number of shares beneficially owned following the transaction also reflects the correction of a clerical error in a prior Form 4 filing.
2. Securities are directly held by DBLP Sea Cow Limited ("DBLP"). DBLP is wholly owned by Mr. Wagner and Mr. Wagner is a director of DBLP. Mr. Wagner may be deemed to share voting and investment power over the shares held by DBLP.
3. This Form 4 reports the exercise by Bradley Wickens of a pre-existing call option first exercisable on December 21, 2018.
4. The option gave Mr. Wickens a pre-existing contractual right to acquire 1,566,697 Ordinary Shares held by DBLP at $1.48 per share. Mr. Wickens exercised that right; the transaction was not an open-market sale by the Reporting Person or DBLP.
5. The shares were directly held by DBLP and had been excluded from DBLP's beneficial ownership while subject to Mr. Wickens' call option.
6. This Form 4 voluntarily reports the expiration of a separate pre-existing call option first exercisable on December 21, 2018.
7. The separate call option gave Mr. Wickens a right to acquire 2,025,496 Ordinary Shares held by DBLP at $3.00 per share. Mr. Wickens did not exercise that right and the option expired in accordance with its terms.
8. The 2,025,496 shares remained directly held by DBLP throughout and, following expiration of the option, are included in DBLP's beneficial ownership.

/s/ Daniel Maurice Wagner 08/28/2026
** 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.