

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* <u>Repass Wolfe</u> _____ (Last) (First) (Middle) 2942 NORTH 24TH ST, SUITE 115, #42035 _____ (Street) PHOENIX AZ 85016 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Fold Holdings, Inc. [FLD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer		
3. Date of Earliest Transaction (Month/Day/Year) 06/01/2026			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/01/2026		M		2,639	A	(1)	730,847	D	
Common Stock	06/01/2026		M		17	A	(1)	730,864	D	
Common Stock	06/01/2026		M		1,540	A	(1)	732,404	D	
Common Stock	06/02/2026		S ⁽²⁾		480	D	\$0.905	731,924	D	
Common Stock	06/02/2026		S ⁽²⁾		824	D	\$0.905	731,100	D	
Common Stock	06/02/2026		S ⁽²⁾		6	D	\$0.905	731,094	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
Restricted Stock Units	(3)	06/01/2026		M		2,639		(4)	(4)	Common Stock	2,639	(5)	23,749	D	
Restricted Stock Units	(3)	06/01/2026		M		17		(6)	(6)	Common Stock	17	(5)	258	D	
Restricted Stock Units	(3)	06/01/2026		M		1,540		(7)	(7)	Common Stock	1,540	(5)	36,955	D	

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- 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.
- Not applicable.
- 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.
- 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).
- 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.
- 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- 06/03/2026
in-Fact

** 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.