

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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 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* <b>SAMINI KEYVAN</b>			2. Issuer Name and Ticker or Trading Symbol <b>MOBIX LABS, INC [ MOBX ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President, CFO &amp; Director</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/21/2025</b>					
C/O MOBIX LABS, INC. 1 VENTURE, SUITE 220			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		
(Street)	(City)	(State)	(Zip)					
IRVINE	CA	92618						

**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			
Class A Common Stock	12/21/2025		M		333,333	A	\$0.00	2,883,333	D	
Class A Common Stock	01/05/2026		S		211,672	D	\$0.3243 <sup>(1)</sup>	2,671,661	D	
Class A Common Stock								73,529	I <sup>(2)</sup>	By KSLI Trust
Class A Common Stock								171,146	I <sup>(2)</sup>	By KSSF Trust
Class A Common Stock								73,529	I <sup>(2)</sup>	By SSLI Trust

**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					
Option (Right to Buy)	\$0.17							(3)	08/10/2030	Class A Common Stock		323,529	D	
Restricted Stock Units	(4)	12/21/2025		M		333,333		(5)	(5)	Class A Common Stock	\$0	0	D	
Class B Common Stock	(6)							(6)	(6)	Class A Common Stock		125,000	I <sup>(2)</sup>	By KSSF Trust

**Explanation of Responses:**

- Represents the weighted average of the shares sold. The prices of the shares sold pursuant to the transactions range from \$0.32 to \$0.328 per share. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or the security holder of the issuer full information regarding the number of shares sold at each separate price. The reported shares were sold solely to cover the Reporting Person's tax liability associated with the restricted stock units that vested on December 21, 2025. These sales were made pursuant to an irrevocable election by the Reporting Person to satisfy tax withholding obligations through "sell to cover" transactions and do not represent discretionary trades by the Reporting Person.
- The Reporting Person is a trustee of this trust. The Reporting Person disclaims beneficial ownership of the securities held by this trust except to the extent of his respective pecuniary interest therein.
- These options are fully vested and exercisable.
- The Restricted Stock Units ("RSUs") convert to Class A Common Stock on a one-for-one basis.
- These RSUs will vest on December 21, 2025.
- The shares of Class B Common Stock are convertible into shares of Class A Common Stock at the option of the Reporting Person and will be automatically converted upon (i) a transfer by the Reporting Person (other than a permitted transfer) or (ii) the first trading day after the seventh anniversary date of the Closing Date (December 21, 2023). The Reporting Person previously reported the grant of a restricted Class B Common Stock award in the amount of 915,033 shares of Class B Common Stock. However, subsequent to the grant date, it was determined that the issuance of shares of Class B Common Stock underlying such award was not authorized in accordance with the Company's charter and such shares will not be issued pursuant to such grant. As a result, the Class B Common Stock underlying the award has been removed from this Form 4.

/s/ Terri Aprati, Attorney-in-Fact

01/07/2026

\*\* 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.**