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

☐ 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*
Bartels Laura Kathleen
(Last) (First) (Middle)
C/O ARM HOLDINGS PLC
110 FULBOURN ROAD
(Street)
CAMBRIDGE CB1 9NJ
(City) (State) (Zip)
UNITED KINGDOM
(Country)

2. Issuer Name **and** Ticker or Trading Symbol
ARM HOLDINGS PLC /UK [ARM]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2026

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 Accounting 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(1)	08/17/2026		M		862(2)	A	(3)	12,997	D	
Ordinary Shares(1)	08/17/2026		M		819(4)	A	(3)	13,816	D	
Ordinary Shares(1)	08/17/2026		F(5)		856	D	$271.43	12,960	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)
Restricted Stock Units	(3)	08/17/2026		M			862	(2)	(2)	Ordinary Shares	862	$0	100,390	D	
Restricted Stock Units	(3)	08/17/2026		M			819	(4)	(4)	Ordinary Shares	819	$0	99,571	D	

Explanation of Responses:

1. Ordinary shares, nominal value 0.001 GBP per share ("Ordinary Shares"), are held in the form of American Depositary Shares ("ADSs"). Each ADS represents 1 Ordinary Share.
2. This restricted stock unit ("RSU") award was granted on May 13, 2024, 28.5% of which vested on May 15, 2025, with quarterly vesting of 6.5% thereafter, subject to continued service to the Company.
3. Each RSU represents the right to receive, following vesting, 1 Ordinary Share held in the form of an ADS.
4. This RSU award was granted on May 1, 2025, 28.5% of which vested on May 15, 2026, with quarterly vesting of 6.5% thereafter, subject to continued service to the Company.
5. Ordinary Shares withheld to satisfy tax withholding requirements on vesting of RSUs.

Remarks:

/s/ George Kanelos, as Attorney-in-Fact for Laura Kathleen Bartels — 08/18/2026

** 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.