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*
Haas Rene A.

(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)
09/09/2026

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) | | 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 | | | |
| Ordinary Shares[1] | 08/31/2026 | | A[2] | | 64 | A | $108.33 | 338,666[3] | D | |
| Ordinary Shares[1] | | | | | | | | 57,405[3] | I | GRAT[4] |

## 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 | (5) | 09/09/2026 | | A | | 425,000 | | (6) | (6) | Ordinary Shares | 425,000 | $0 | 425,000 | 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. Acquired under the Arm Holdings plc Employee Stock Purchase Plan on August 31, 2026.
3. The number of shares held reflects the transfer, on September 9, 2026, of 57,405 Ordinary Shares from the Reporting Person to a grantor retained annuity trust, of which the Reporting Person serves as trustee.
4. Grantor retained annuity trust is for the benefit of the Reporting Person.
5. Each restricted stock unit ("RSU") represents the right to receive, following vesting, 1 Ordinary Share held in the form of an ADS.
6. This RSU award was granted in May 2026, subject to shareholder approval, which was obtained on September 9, 2026. This award has three tranches, each contingent on achieving market capitalization milestones: $1.0 trillion by March 31, 2029, $1.5 trillion by March 31, 2030, and $2.0 trillion by March 31, 2031. 25% of the VCP award is tied to each interim milestone, with the remaining 50% tied to the final milestone. If an interim milestone is not achieved within the specified timeframe, the associated portion will roll forward and remain eligible for vesting upon achievement of a subsequent milestone. Achievement of the milestones will be determined based on the rolling average closing price over any 60-day period prior to the relevant milestone date. If a milestone is achieved, vesting of the associated RSUs will occur on April 1, two years following the relevant milestone date, subject to continued employment.

**Remarks:**

/s/ George Kanelos, as Attorney-in-Fact for Rene A. Haas 09/10/2026

** 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.**