SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

☐ 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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Eaton Charlotte Claire (Last) (First) (Middle) C/O ARM HOLDINGS PLC 110 FULBOURN ROAD (Street) CAMBRIDGE CB1 9NJ (City) (State) (Zip) UNITED KINGDOM (Country)	ARM HOLDINGS PLC /UK [ARM] Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) 11/16/2026 4. If Amendment, Date of Original Filed (Month/Day/Year)	☐ Director ☐ 10% Owner ☑ Officer (give title below) ☐ Other (specify below) Chief People 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)	11/16/2026		M		10,156(2)	A	$0(3)	10,352(4)	D	
Ordinary Shares(1)	11/16/2026		M		27,003(5)	A	$0(3)	37,355	D	
Ordinary Shares(1)	11/16/2026		F(6)		17,466	D	$175.05	19,889	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	Amount or Number of Shares				
Restricted Stock Units	(3)	11/16/2026		M			10,156	(2)	(2)	Ordinary Shares	10,156	$0	113,349	D	
Restricted Stock Units	(3)	11/16/2026		M			27,003	(5)	(5)	Ordinary Shares	27,003	$0	86,346	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. The restricted stock unit ("RSU") award was granted on December 12, 2024. 10,156 of which vested on November 15, 2026. The remaining unvested amount will vest on November 15, 2027, subject to the terms and conditions of the award agreement, including continued service to Arm Holdings plc (the "Company").

3. Each RSU represents the right to receive, following vesting, 1 Ordinary Share held in the form of an ADS.

4. Includes 196 Ordinary Shares acquired under the Arm Holdings plc 2024 Employee Stock Purchase Plan on August 31, 2026.

5. This RSU award was granted on December 9, 2025. 30% of which vested on November 15, 2026. An additional 30% will vest on November 15, 2027, and the remaining 40% will vest on November 15, 2028, subject to continued service to the Company.

6. Ordinary Shares withheld to satisfy tax withholding requirements on vesting of RSUs.

Remarks:

/s/ George Kanelos, as Attorney-in-Fact for Charlotte Claire Eaton — 11/18/2026

** 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.