SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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

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)
DABAH MOSHE	KIDPIK CORP. [PIK]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	VP, COO and CTO
C/O KIDPIK CORP.	05/15/2023	
200 PARK AVENUE SOUTH, 3RD FLOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
NEW YORK NY 10003		Form filed by More than One Reporting Person
(City) (State) (Zip)		

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	05/15/2023		M		42,333	A	$0.0	148,844[1][2][3]	D	
Common Stock	05/15/2023		F		3,238[4]	D	$0.611	145,606	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 Unit	(5)	05/15/2023		M			42,333	(6)	(6)	Common Stock	42,333	$0.00	42,334	D	

Explanation of Responses:

1. These securities are also disclosed separately in beneficial ownership reports filed by Mr. Ezra Dabah, the Chief Executive Officer of the Issuer, and the father of Moshe Dabah, as a result of the voting agreement discussed in footnote (2) below.

2. Excludes securities owned by members of a Voting Group relating to a voting agreement dated September 1, 2021, between the reporting person and members of the Voting Group, for which the reporting person disclaim beneficial ownership (except as expressly set forth above). The Voting Group refers to members of a voting agreement with (and with respect to the reported securities owned by) Moshe Dabah, Eva Dabah, Joia Kazam, Chana Rapaport, Yaacov Dabah and trusts for the benefit of each of the foregoing, the co-trustees of which are the spouse and mother-in-law of Ezra Dabah; Gila Goodman; Isaac Dabah and his spouse; GMM Capital LLC; and Sterling Macro Fund for purposes of Section 13(d) of the Securities Exchange Act of 1934.

3. Each member of the Voting Group provided complete authority to Mr. Ezra Dabah, the Chief Executive Officer of the Issuer (and the father of Moshe Dabah), to vote the shares held by such persons and entities at any and all meetings of stockholders of the Company and via any written consents.

4. Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of 42,333 restricted stock units to the Reporting Person on May 15, 2023.

5. Each restricted stock unit represents the contingent right to receive, at settlement, one share of common stock.

6. The restricted stock units vest at the rate of (i) 1/3 on May 15, 2022; (ii) 1/3 on May 15, 2023; and (iii) 1/3 on May 15, 2024, subject to the reporting person's continued service through the applicable vesting date. Restricted stock units do not expire; they either vest or are canceled prior to vesting date.

/s/ Moshe Dabah — 05/17/2023

** 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.