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).

☐ 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.

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*

DABAH EZRA

(Last) (First) (Middle)

C/O KIDPIK CORP.

200 PARK AVENUE SOUTH, 3RD FLOOR

(Street)

NEW YORK NY 10003

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

KIDPIK CORP. [PIK]

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

09/18/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director X 10% Owner

X Officer (give title below) Other (specify below)

President, CEO and Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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			
Common Stock	09/18/2023		A(1)		1,553,800	A	$0.7723(2)	3,479,570	D	
Common Stock								252,967(3)	I	Through spouse
Common Stock								1,508,408(4)	I	See Notes(5) (8)
Common Stock								443,530	I	See Notes(6) (8)
Common Stock								687,104(4)	I	See Notes(7) (8)

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				

Explanation of Responses:

1. On September 18, 2023, the Issuer entered into a Debt Conversion Agreement with Mr. Dabah, pursuant to which the parties agreed to convert an aggregate of $1,200,000 owed by the Registrant to Mr. Dabah, for advances previously made to the Registrant, into an aggregate of 1,553,800 shares of common stock of the Issuer. Exempt from Section 16(b) pursuant to Rule 16b-3.

2. The agreed upon conversion price of the conversion of the debt described in Footnote (1) above was the greater of the closing consolidated bid price on the date the Debt Conversion Agreement was entered into (or the prior day's closing consolidated bid price in the event that the agreement was entered into during market hours), and $0.7723 per share, provided that because $0.7723 was above the closing consolidated bid price, the conversion price was fixed at $0.7723 per share.

3. The reported securities are held directly by Renee Dabah, the spouse of the Reporting Person, and are also separately reported in beneficial ownership reports filed by Mrs. Dabah.

4. The Reporting Person was provided complete authority to vote these shares pursuant to a voting agreement dated September 1, 2021, with (and with respect to the reported securities owned by) Moshe Dabah, Eva Dabah, Joia Kazam, Chana Rapaport, Yaacov Dabah; Gila Goodman; Isaac Dabah and his spouse; GMM Capital LLC; Sterling Macro Fund, and each of the trusts described in note (5) below, at any and all meetings of stockholders of the Company and via any written consents. The voting agreement has a term of three years, through August 31, 2024, but can be terminated at any time by Mr. Dabah and terminates automatically upon the death of Mr. Dabah.

5. Includes securities held in the name of the u/a/d 02/02/1997, Trust FBO Yaacov Dabah; the u/a/d 02/02/1997, Trust FBO Moshe Dabah; the u/a/d 02/02/1997, Trust FBO Joia Dabah; the u/a/d 02/02/1997, Trust FBO Eva Dabah and the u/a/d 02/02/1997, Trust FBO Chana Dabah, each of which are party to the voting agreement described in (4) above, and each of which the spouse of Mr. Ezra Dabah serves as co-trustee of, along with the mother-in-law of Ezra Dabah (Raine Silverstein), and which securities held by such trusts, Mr. Ezra Dabah may be deemed to beneficially own. These securities are also separately reported in beneficial ownership reports filed by Mrs. Dabah and Mrs. Silverstein.

6. Includes securities held in the name of Moshe Dabah, Eva Dabah, Joia Kazam, Chana Rapaport, and Yaacov Dabah, each of whom are party to the voting agreement described in (4) above, and each of which holders are the adult children of Mr. Ezra Dabah, and which securities held by such persons Mr. Ezra Dabah may be deemed to beneficially own. The securities held by Moshe Dabah are also separately reported in beneficial ownership reports filed by Mr. Moshe Dabah, an executive officer of the Issuer.

7. Includes securities held by an irrevocable trust in the name of Gila Goodman, who is the sister of Ezra Dabah; Isaac Dabah, who is the brother of Ezra Dabah and his spouse; GMM Capital LLC, an entity which Isaac Dabah controls; and Sterling Macro Fund, an entity which Isaac Dabah controls, each of whom are party to the voting agreement described in (4) above, and which securities held by such persons Mr. Ezra Dabah may be deemed to beneficially own.

8. The reporting person disclaims ownership of the reported securities except to the extent of his own pecuniary interest therein.

/s/ Ezra Dabah	09/18/2023
** 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.

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