* **Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.**

***See* Instruction 1(b).**

* **Form 3 Holdings Reported**
* **Form 4 Transaction Reported**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

* **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.**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

SEC 2770T (02-23)

Potential persons who are to respond to the collection of information contained in this Form are not required to respond unless the Form displays a currently valid OMB control number.

Board of Governors of the Federal Reserve System

OMB Number 7100-0091

Approval expires February 28, 2026

1. Name and Address of Reporting Person\*

2. Issuer Name **and** Tickeror Trading Symbol

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

Director 10% Owner

Oﬃcer (give Other (specify below) title below)

(Last) (First) (Middle)

3. Statement for Issuer’s Fiscal Year Ended (Month/Day/Year)

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

(Street)

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

Form filed by One Reporting Person

Form filed by More than One Reporting Person

OMB APPROVAL

OMB Number: 3235-0362

Expires: August 31, 2026 Estimated average burden

hours per response 1 . 0

**FORM 5**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Page 2 of 4

(City) (State) (Zip)

**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 at the end of Issuer’s Fiscal Year

(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

**FORM 5 (continued)**

**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

Explanation of Responses:

Page 3 of 4

1.

Title of Derivative Security

(Instr. 3)

2.

Conver- sion or Exercise Price of Deriva- tive Security

3.

Trans- action Date

(Month/ Day/ Year)

3A.

Deemed Execu- tion Date, if any

(Month/ Day/ Year)

4. Trans- action 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 Underlying Securities

(Instr. 3 and 4)

8.

Price of Deriva- tive Security

(Instr. 5)

9.

Number of derivative Securities Beneficially Owned at End of Issuer’s Fiscal Year

(Instr. 4)

10.

Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

11.

Nature of Indirect Beneficial Ownership

(Instr. 4)

(A)

(D)

Date Exer- cisable

Expira

-tion Date

Title

Amt or No. of Shares

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ﬀ(a).

\*\*Signature of Reporting Person

Date

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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