SEC Form 4

Instruction 1(b)

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Weshington D.C. 20540

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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 [*] <u>Yozamp John Henry</u>		rson [*]	2. Issuer Name and Ticker or Trading Symbol <u>Expion360 Inc.</u> [XPON]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director V 000 0000000000000000000000000000000						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/04/2024	Officer (give title Other (specify below) below)						
5069 EAST RIVER PLACE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)				Form filed by One Reporting Person						
POST FALLS	ID	83854		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										

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	06/04/2024		S		5,273	D	\$1.67(1)	1,721,909	D	
Common Stock	06/05/2024		S		29,727	D	\$1.57 ⁽²⁾	1,692,182 ⁽³⁾	D	

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

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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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr	5. Number of Expiration Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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. Reflects the weighted average price at which the shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock"), were sold. The shares were sold in multiple transactions at prices ranging from \$1.64 to \$1.71, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

2. Reflects the weighted average price at which the shares of Common Stock, were sold. The shares were sold in multiple transactions at prices ranging from \$1.53 to \$1.62, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. Includes 1,442,182 shares of Common Stock and 250,000 shares of Common Stock issuable upon exercise of vested options issued to the Reporting Person under the Issuer's 2021 Incentive Award Plan.

/s/ Ryan C. Wilkins, Attorney-06/06/2024

in-Fact for John Yozamp

** 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.