SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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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 * Kotler Arie | | | | r Name and Ticker o O Corp. [ARK | | g Sym | bol | (Check | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner | | | | | |
|--|-----------------------|--------------|--|--|---|-------|-----------------------------------|-------------------|--|---|---|---|--|--|
| (Last) 8565 MAGELLA | (First) AN PARKWAY | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023 | | | | | | Director Officer (give title below) Chairman, Pro | X 10% C Other (below) esident and CEC | (specify | | |
| SUITE 400 | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | |
| (Street) RICHMOND | VA | 23227 | | | | | | | | Form filed by More | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | | | |
| | | Table I - No | n-Derivative | Securities Acq | uired, | Disp | osed of, or | Benefi | cially Ow | vned | | | | |
| Date | | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities A Disposed Of (I | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | Code V | | Amount | Amount (A) or (D) | | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock, par value \$0.0001 per share 03/0 | | | 03/01/2023 | | М | | 63,605 | A | (1) | 11,075,621 | D | | | |
| Common Stock, par value \$0.0001 per share 03/0 | | | 03/01/2023 | | F | | 15,486 | D | \$8.58 | 11,060,135 | 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 | | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code (In 8) | | 5. Number of Derivative 6. Date Exercisable and Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 0. | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | Owned Following | 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 | | Reported Transaction(s) (Instr. 4) | | |
| Restricted Stock Units | (1) | 03/01/2023 | | М | | | 63,605 | (2) | (2) | Common Stock, par value \$0.0001 per share | 63,605 | \$0.00 | 127,208 | D | |
| Stock Option (right to buy) | \$8.58 | 03/02/2023 | | A | | 409,290 | | (3) | 03/02/2033 | Common Stock, par value \$0.0001 per share | 409,290 | \$0.00 | 409,290 | D | |

Explanation of Responses:

1. Restricted stock units ("RSUs") provide for the right to receive one share of common stock, \$0.0001 par value per share ("common stock"), of ARKO Corp. (the "Company") on a one-for-one basis.

2. On March 2, 2022, the reporting person was granted 190,813 RSUs, vesting in three equal annual installments beginning on March 1, 2023.

3. The stock option vests ratably on an annual basis for three consecutive years beginning on March 1, 2024.

Remarks:

| /s/ Donald Bassell, Attorney-in- | 03/03/2023 | | |
|----------------------------------|------------|--|--|
| Fact | | | |
| ** 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.