SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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.

1. Name and Address of Reporting Person*
Hooftman Leon
(Last) (First) (Middle)
C/O BARINTHUS BIOTHERAPEUTICS PLC
20400 CENTURY BOULEVARD
(Street)
GERMANTOWN MD 20874
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Barinthus Biotherapeutics plc. [BRNS]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2026

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
☑ Officer (give title below)
Other (specify below)
Chief Medical Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ 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			
Ordinary Shares[(1)]	09/09/2026		A[(2)]		361,530[(3)]	A	[(3)]	361,530	D	
Ordinary Shares[(1)]	09/09/2026		D[(2)]		361,530[(3)]	D	[(3)]	0	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				
Share Option (Right to Buy)	$2	09/09/2026		D[(2)]			195,166	[(4)]	06/03/2034	Ordinary Shares[(1)]	195,166	$0.00	0	D	
Share Option (Right to Buy)	$1	09/09/2026		D[(2)]			140,000	[(4)]	02/03/2035	Ordinary Shares[(1)]	140,000	$0.00	0	D	

Explanation of Responses:

1. The Ordinary Shares may be represented by American Depositary Shares ("ADSs" and together with the Ordinary Shares, the "Shares"), each of which currently represents one Ordinary Share.

2. This Form 4 reports securities transacted in connection with the Agreement and Plan of Merger, dated September 29, 2025, as amended (the "Merger Agreement") by and among the Issuer, Beacon Topco, Inc. ("Topco"), a Delaware corporation and a direct wholly owned subsidiary of the Issuer, Cdog Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Topco, and Clywedog Therapeutics, Inc., a Delaware corporation. On September 9, 2026 (the "Effective Time"), in connection with the effectiveness of the scheme of arrangement under Part 26 of the United Kingdom Companies Act 2006 (the "Scheme") contemplated by the Merger Agreement, Topco acquired the entire issued share capital of the Issuer, resulting in the Issuer becoming a direct wholly owned subsidiary of Topco.

3. Represents restricted share units ("RSUs") previously granted to the Reporting Person, vesting of which was subject to completion of the transactions contemplated by the Merger Agreement. Each RSU represented the contingent right to receive one Share of the Issuer. At the Effective time, each RSU, whether or not then vested, was automatically released in consideration of the assumption of such RSU by Topco and converted into an RSU relating to the common stock, $0.0001 par value per share, of Topco (the "Topco Common Stock").

4. Pursuant to the Merger Agreement, at the Effective Time, each option to acquire Shares under the Issuer's equity plans that was outstanding as of immediately prior to the Effective Time ceased to represent a right to acquire Shares of the Issuer, and was converted into an option to acquire shares of Topco Common Stock and assumed by Topco on the same terms and conditions (including applicable vesting and exercisability conditions) as were applicable to such option immediately prior to the Effective Time.

/s/ William Enright, Attorney-in-Fact   09/09/2026
** 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.