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*
Enright William

(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 Executive 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 | | D(2) | | 728,454(3) | D | (3) | 0 | I | By Trust(4) |
| Ordinary Shares(1) | 09/09/2026 | | D(2) | | 514,923(3) | D | (3) | 0 | I | By Trust(5) |

### 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) | $17 | 09/09/2026 | | D(2) | | | 176,130 | (6) | 05/01/2031 | Ordinary Shares(1) | 176,130 | $0.00 | 0 | D | |
| Share Option (Right to Buy) | $11.12 | 09/09/2026 | | D(2) | | | 359,605 | (6) | 03/14/2032 | Ordinary Shares(1) | 359,605 | $0.00 | 0 | D | |
| Share Option (Right to Buy) | $2.4 | 09/09/2026 | | D(2) | | | 440,000 | (6) | 01/03/2033 | Ordinary Shares(1) | 440,000 | $0.00 | 0 | D | |
| Share Option (Right to Buy) | $3.7 | 09/09/2026 | | D(2) | | | 443,981 | (6) | 01/02/2034 | Ordinary Shares(1) | 443,981 | $0.00 | 0 | D | |
| Share Option (Right to Buy) | $1 | 09/09/2026 | | D(2) | | | 600,000 | (6) | 02/03/2035 | Ordinary Shares(1) | 600,000 | $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. Pursuant to the Merger Agreement and in connection with the effectiveness of the Scheme, at the Effective Time, each Share of the Issuer was converted into the right to receive 0.111 shares of common stock, $0.0001 par value per share, of Topco (the "Topco Common Stock").

4. Shares held by William J Enright TR UA Dated 03/04/2021 Enright Family 2021 Irrevocable Trust, of which the Reporting Person serves as trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any.

5. Shares held by William Enright Revocable Trust, of which the Reporting Person serves as trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any.

6. 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 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.**