SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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).

## 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

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Cahill Douglas | Hillman Solutions Corp. [ HLMN ] | X Director; 10% Owner |
| (Last) (First) (Middle): 1280 KEMPER MEADOW DR. | 3. Date of Earliest Transaction (Month/Day/Year): 03/07/2023 | X Officer (give title below): COB, President and CEO; Other (specify below) |
| (Street): FOREST PARK OH 45240 | 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; Form filed by More than One Reporting Person |
| (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 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 | | | |
| Common Stock(1) | 03/07/2023 | | A | | 121,721 | A | $0 | 524,349 | 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 | | | | |
| Stock Options | $8.77 | 03/07/2023 | | A | | 285,718 | | (2) | 03/07/2033 | Common Stock | 285,718 | $0 | 285,718 | D | |

**Explanation of Responses:**

1. Represents restricted stock units ("RSUs") that are a contingent right for the Reporting Person to receive one share of common stock for each RSU upon vesting. The RSUs will vest on the third anniversary of the grant date, subject to the Reporting Person's continued employment with the Issuer through the vesting date.

2. Represents the grant of stock options to purchase Issuer common stock. The stock options vest in four equal annual installments beginning on the first anniversary of the date of grant, subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

By: /s/ Daniel M. Bauer, as attorney-in-fact — 03/09/2023

** 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.**

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Amanda Kitzberger and Daniel M. Bauer, each of them acting singly, with full power of substitution, as the undersigned's true and lawfu

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, a

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Hillman Solutions Corp. (the "Company"), Forms3, 4, 5 and any Schedules 13D or 13G

(3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form3, 4, or 5 or Schedule 13D or 13G, complete and

(4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally requi

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exer

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms3, 4, 5, and any Schedules 13D or 13G with respect to the undersigned'

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 16, 2023.

Signature: /s/ Douglas J. Cahill

Printed Name: Douglas J. Cahill