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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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)
Alpern Paul L	Arteris, Inc. [AIP]	Director ☐ 10% Owner ☐
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2024	☑ Officer (give title below) Other (specify below)
C/O ARTERIS, INC.		VP and General Counsel
900 E. HAMILTON AVE., SUITE 300	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
CAMPBELL CA 95008		☐ 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

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	06/03/2024		S[(1)]		10,000	D	$7.8571[(2)]	71,042	D	
Common Stock	06/03/2024		M[(1)(3)]		1,250	A	$0.6	72,292	D	
Common Stock	06/03/2024		S[(1)]		1,250	D	$7.8574[(4)]	71,042	D	
Common Stock	06/03/2024		M[(1)(5)]		10,000	A	$0.56	81,042	D	
Common Stock	06/04/2024		S[(6)]		258	D	$7.8125	80,784	D	
Common Stock	06/04/2024		S[(1)]		424	D	$7.6298[(7)]	80,360[(8)]	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				
Common Stock	$0.6	06/03/2024		M[(1)]			1,250	[(3)]	07/22/2030	Common Stock	1,250	$0.00	2,500	D	
Common Stock	$0.56	06/03/2024		M[(1)]			10,000	[(5)]	10/23/2029	Common Stock	10,000	$0.00	120,000	D	

Explanation of Responses:

1. Transaction made pursuant to a 10b5-1 trading plan that was adopted by the Reporting Person on August 16, 2023.

2. The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $7.71 to $8.11 inclusive. The reporting person undertakes to provide 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. 25% of the total shares vested on July 23, 2021; thereafter, 1/48th of the total shares vest monthly for 3 years. beginning on August 23, 2021.

4. The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $7.72 to $8.02 inclusive. The reporting person undertakes to provide 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.

5. 25% of the total shares vested on August 26, 2020; thereafter, 1/48th of the total shares have vested monthly for 3 years. beginning on September 26, 2020.

6. Shares sold to satisfy the Reporting Person's tax liability arising as a result of the release of restricted stock units.

7. The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $7.57 to $7.68 inclusive. The reporting person undertakes to provide 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.

8. Includes 80,360 restricted stock units.

Remarks:

/s/ Paul Alpern   06/05/2024
** 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.