SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 [*] Diamandis Peter				Issuer Name and Ticker Axxinity, Inc. [V		ymbol	5. Rela (Check	suer Owner			
(Last) 1717 MAIN S	(First) TREET	(Middle)		Date of Earliest Transac 1/15/2021	ction (Month/E)ay/Year)		Officer (give title below)	Other below	(specify)	
SUITE 3388				If Amendment, Date of 0	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)			''	1/13/2021			X	Form filed by One	e Reporting Pers	on	
DALLAS	ТХ	75201						Form filed by Mor Person	re than One Rep	orting	
(City)	(State)	(Zip)									
		Table I - No	n-Derivativ	ve Securities Acq	uired, Dis	posed of, or Benet	icially	Owned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Y	Execution Date,	3. Transaction Code (Instr. 8)	4. Securities Acquired (A Disposed Of (D) (Instr. 3		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

Class A common stock 11/15/2021 C 13,824 ⁽¹⁾ A (2) 13,824 Class A common stock 11/15/2021 C 13,824 ⁽³⁾ A (2) 13,824			Code	v	Amount	(D)	Price	(Instr. 3 and 4)		
Class A common stock 11/15/2021 C 13,824 ⁽³⁾ A (2) 13,824	ass A common stock	11/15/2021			13,824(1)	Α	(2)	13,824	D	
	ass A common stock	11/15/2021	С		13,824 ⁽³⁾	Α	(2)	13,824	Ι	Held by spouse ⁽⁴⁾

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	Date	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Deri Seco Acq or D of (E	umber of vative urities uired (A) isposed)) (Instr.	6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	3, 4 (A)	and 5) (D)	Date Exercisable	Expiration Date	and 4) Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Series A preferred stock	(2)	11/15/2021		С			21,511 ⁽¹⁾	(2)	(2)	Class A common stock	13,824	(2)	0	D	

Explanation of Responses:

1. The Reporting Person unintentionally omitted this transaction from the Form 4 filed on November 15, 2021.

2. Shares of preferred stock automatically converted into shares of Class A common stock upon closing of the Issuer's initial public offering based on a conversion rate of approximately 0.643 shares of Class A common stock for each share of preferred stock.

3. The Reporting Person incorrectly reported that 271,655 shares of Class A common stock were acquired by the Reporting Person's spouse upon the conversion of Series A preferred stock. Instead, 13,824 shares of Class A common stock were acquired by the Reporting Person's spouse upon the conversion of Series A preferred stock.

4. These securities are held by Kristin Diamandis, the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by Kristin Diamandis in which the Reporting Person has no pecuniary interest.

<u>/s/ Rene Paula Molina,</u> attorney-in-fact for Peter Diamandis

** Signature of Reporting Person

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.

06/23/2022

Date