

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

☐ 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.

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* <u>Sohn Adam Craig</u> (Last) (First) (Middle) <u>C/O Z SQUARED INC.</u> <u>550 SOUTH ANDREWS AVENUE, SUITE 700</u> (Street) <u>FORT</u> <u>FL</u> <u>33301</u> <u>LAUDERDALE,</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Z Squared Inc. [ZSQR]</u> Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2026</u> 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) 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			
Common Stock	05/27/2026		M		274 ⁽²⁾	A	\$0 ⁽²⁾	274	D	
Common Stock	06/27/2026		M		274 ⁽²⁾	A	\$0 ⁽²⁾	548	D	
Common Stock	07/27/2026		M		274 ⁽²⁾	A	\$0 ⁽²⁾	822	D	
Common Stock	08/27/2026		M		274 ⁽²⁾	A	\$0 ⁽²⁾	1,096	D	
Common Stock	09/27/2026		M		274 ⁽²⁾	A	\$0 ⁽²⁾	1,370	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				
Restricted Stock Units ⁽¹⁾	\$0	05/27/2026		M			274	(1)	(1)	Common Stock	274	\$0	9,594	D	
Restricted Stock Units ⁽¹⁾	\$0	06/27/2026		M			274	(1)	(1)	Common Stock	274	\$0	9,320	D	
Restricted Stock Units ⁽¹⁾	\$0	07/27/2026		M			274	(1)	(1)	Common Stock	274	\$0	9,046	D	
Restricted Stock Units ⁽¹⁾	\$0	08/27/2026		M			274	(1)	(1)	Common Stock	274	\$0	8,772	D	
Restricted Stock Units ⁽¹⁾	\$0	09/27/2026		M			274	(1)	(1)	Common Stock	274	\$0	8,498	D	

Explanation of Responses:

1. On April 27, 2026, the issuer granted the reporting person 9,868 restricted stock units ("RSUs") under the Z Squared, Inc. 2025 Incentive Compensation Plan as the Initial RSU Grant under the reporting person's Independent Director Agreement with the issuer, dated as of June 4, 2025, and the issuer's Non-Employee Director Compensation Program. The grant of the RSUs was previously reported on the reporting person's Form 4 filed on April 30, 2026. Each RSU represents a contingent right to receive one share of common stock upon vesting and has no expiration date. The RSUs vest in 36 substantially equal monthly installments of approximately 274 RSUs on the 27th day of each month commencing May 27, 2026, subject to the reporting person's continued service as a director of the issuer on each vesting date.
2. Represents monthly vesting installments of the RSUs described in footnote 1, which vested on the transaction dates reported.

Remarks:

The shares of common stock reported in Table I as acquired upon settlement of restricted stock units were issued under the issuer's registration statement on Form S-8 filed with the Securities and Exchange Commission on August 21, 2026.

/s/ Adam Sohn

10/02/2026

** 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.