

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Harris Jeffery Keeslar</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	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/02/2026</u>	
		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								12,444	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy) ⁽¹⁾	\$13.56	10/02/2026		A		100,000	(2)	06/24/2036	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

1. As of October 2, 2026, pursuant to Section 3(c) of the reporting person's Executive Employment Agreement with the issuer, dated as of June 24, 2026 and as amended by Amendment No. 1 thereto, dated as of August 24, 2026 (the "Employment Agreement"), the Compensation Committee ratified the issuer's grant to the reporting person of a nonqualified stock option to purchase 100,000 shares of common stock under the Z Squared, Inc. 2025 Incentive Compensation Plan (the "Plan") at an exercise price of \$13.56 per share, the Nasdaq official closing price per share on June 24, 2026, the effective date of the Employment Agreement (the "Effective Date"). The grant was made effective as of the Effective Date, with the exercise price, vesting reference value and expiration date of the option each fixed by reference to the Effective Date, as contemplated by the Employment Agreement.

2. The option vests and becomes exercisable in full on the date on which the fair market value of the common stock equals or exceeds \$20.34 per share, 150% of the fair market value of the common stock on the Effective Date, as determined by the issuer's Board of Directors or the Compensation Committee thereof, and remains exercisable until June 24, 2036, subject to earlier termination in accordance with the terms of the Plan and the reporting person's Stock Option Award Agreement.

/s/ Jeffery Harris
** Signature of Reporting Person

10/05/2026
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.