SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Ш may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 Add Slager Jona	dress of Reporting Per	rson*	2. Issuer Name and Ticker or Trading Symbol Bridge Investment Group Holdings Inc. [BRDG]		tionship of Reporting Pers all applicable)	son(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2023	X X	Director Officer (give title	10% Owner Other (specify		
	· · ·	GROUP HOLDINGS INC			Chief Executive Officer			
111 EAST SE	GO LILY DRIVE	E, SUITE 400	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing	(Check Applicable Line)		
(Street)				X	Form filed by One Rep	•		
SANDY	UT	84070			Form filed by More tha	n 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. Transac Code (In 8)		4. Securities Ac Disposed Of (D			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	01/01/2023		A		220,000(1)	A	\$ <mark>0</mark>	592,744	D		
Class B Common Stock								2,374,838	Ι	By SF Intentional Irrevocable Trust Dated December 30, 2019 ⁽²⁾	
Class B Common Stock								2,256,198	I	By J.P. Slager, LLC ⁽³⁾	
Class B Common Stock								320,490	I	By Slager Family Limited Partnership ⁽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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)				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	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		Transaction(s) (Instr. 4)		
Class A Units	(5)	01/01/2023		J ⁽⁶⁾		109,157		(5)	(5)	Class A Common Stock	109,157	\$12.05	3,296,872	I	By J.P. Slager, LLC ⁽³⁾
Class A Units	(5)							(5)	(5)	Class A Common Stock	2,374,838		2,374,838	I	By SF Intentional Irrevocable Trust Dated December 30, 2019 ⁽²⁾
Class A Units	(5)							(5)	(5)	Class A Common Stock	320,490		320,490	I	By Slager Family Limited Partnership ⁽⁴⁾

Explanation of Responses:

1. Represents an award of restricted Class A Common Stock which will vest in three equal annual installments, with the first such annual installment vesting on January 1, 2026, subject to the Reporting Person's continued service with the Issuer through each vesting date.

2. The Reporting Person is the grantor of the SF Intentional Irrevocable Trust Dated December 30, 2019 and may be deemed to be the beneficial owner of these securities.

3. The Reporting Person is the manager of J.P. Slager, LLC and may be deemed to be the beneficial owner of these securities.

4. The Reporting Person is a Manager of The Christmas, LLC, which is the general partner of the Slager Family Limited Partnership, and may be deemed to be the beneficial owner of these securities.

5. The Class A Units in Bridge Investment Group Holdings LLC may be redeemed by the Reporting Person at any time for shares of Class A Common Stock on a 1-to-1 basis.

6. Represents securities issued in connection with the redemption of equity interests in entities affiliated with the Issuer.

Remarks:

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.