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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☐ 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.

1. Name and Address of Reporting Person*
Datta Surajit
(Last) (First) (Middle)
C/O KODIAK AI, INC.
1049 TERRA BELLA AVENUE
(Street)
MOUNTAIN VIEW CA 94043
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Kodiak AI, Inc. [KDK]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2026

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)
Chief Financial Officer

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	07/01/2026		A		563,063(1)(2)	A	$0	563,063	D	
Common Stock	07/01/2026		A		417,362(1)(3)	A	$0	980,425	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				
Stock Option (Right to buy)	$8.8769	07/01/2026		D			2,035,915	(4)	08/26/2035	Common Stock	2,035,915	(5)	0	D	

Explanation of Responses:

1. These securities are restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Common Stock

2. One-fourth (1/4th) of the total number of RSUs subject to the Award will be scheduled to vest on the first Quarterly Vesting Date (as defined below) on or immediately following the one (1) year anniversary of the Vesting Commencement Date (such first vesting date, the First Vesting Date), and thereafter, one-sixteenth (1/16th) of the total number of RSUs subject to the Award will be scheduled to vest on each of the next twelve (12) consecutive Quarterly Vesting Dates that occur after the First Vesting Date, in each case subject to the Participant continuing to be a Service Provider through the applicable vesting date. Quarterly Vesting Dates means March 10, May 15, August 15, and November 15

3. One-eighth (1/8th) of the total number of RSUs subject to the Award will be scheduled to vest on the first Quarterly Vesting Date (as defined below) on or immediately following the date that is six (6) months following the Vesting Commencement Date (such first vesting date, the First Vesting Date), and thereafter, one-sixteenth (1/16th) of the total number of RSUs subject to the Award will be scheduled to vest on each of the next fourteen (14) consecutive Quarterly Vesting Dates that occur after the First Vesting Date, in each case subject to the Participant continuing to be a Service Provider through the applicable vesting date. Quarterly Vesting Dates means March 10, May 15, August 15, and November 15.

4. 1/4th of the shares subject to the option vest on August 25, 2026 and 1/48th of the shares subject to the option vest each month thereafter, subject to the Reporting Person continuing as a service provider through each such date.

5. On July 1, 2026, the Issuer cancelled the options listed in Table II. In exchange for the cancelled options, the Reporting Person received the 563,063 RSUs reported in Table I.

Remarks:

/s/ Bobby Brown, by power of attorney — 07/02/2026

** 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.