

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-10-07** | Period of Report: **2025-10-03**  
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(HTML Version on [secdatabase.com](#))

### REPORTING OWNER

#### **MARLETT CHRISTOPHER A**

CIK: [897744](#)

Type: 4 | Act: 34 | File No.: [001-41751](#) | Film No.: [251378407](#)

Mailing Address  
100 WILSHIRE BLVD  
SANTA MONICA CA 90401

### ISSUER

#### **MDB Capital Holdings, LLC**

CIK: [1934642](#) | IRS No.: [874366624](#) | State of Incorp.: [DE](#) | Fiscal Year End: [1231](#)  
SIC: [6199](#) Finance services

Mailing Address  
4209 MEADOWDALE LN  
DALLAS TX 95229

Business Address  
4209 MEADOWDALE LN  
DALLAS TX 95229  
310-526-5000

# FORM 4

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

## 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>MARLETT CHRISTOPHER A</b>	2. Issuer Name and Ticker or Trading Symbol <b>MDB Capital Holdings, LLC [MDBH]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below) <b>Co-Founder</b>
(Last) (First) (Middle)  <b>14135 MIDWAY ROAD,, SUITE G-150</b>	3. Date of Earliest Transaction (Month/Day/Year)  <b>10/03/2025</b>	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
(Street)  <b>ADDISON,, TX 75001</b>	4. If Amendment, Date Original Filed(Month/Day/Year)	
(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. 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	(A) or (D)	Amount	Price			
Common Stock	10/03/2025		P		A	2,275	\$3.35 <sup>(2)</sup>	156,208	I <sup>(1)</sup>	CUST
Common Stock	10/06/2025		P		A	1,725	\$3.41 <sup>(3)</sup>	157,933	I <sup>(1)</sup>	CUST

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title

### Explanation of Responses:

1. Held as custodian for minor

2. The reported price in Column 4 is an average purchase price. The shares acquired on October 3, 2025 were purchased in multiple transactions at prices ranging from \$3.34 to \$3.35 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
3. The reported price in Column 4 is an average purchase price. The shares acquired on October 6, 2025 were purchased in multiple transactions at prices ranging from \$3.39 to \$3.43 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

**Signatures**

/s/ Christopher Marlett

\*\* Signature of Reporting Person

10/07/2025

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.**