

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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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 Incorporation: **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 MARLETT CHRISTOPHER A (Last) (First) (Middle) 14135 MIDWAY ROAD,, SUITE G-150 (Street) ADDISON,, TX 75001 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MDB Capital Holdings, LLC [MDBH] 3. Date of Earliest Transaction (Month/Day/Year) 10/03/2025 4. If Amendment, Date Original Filed(Month/Day/Year)	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 below) <input type="checkbox"/> Other (specify below) Co-Founder 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
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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	10/03/2025		P		2,275	A	\$3.35 ⁽²⁾	156,208	I ⁽¹⁾	CUST
Common Stock	10/06/2025		P		1,725	A	\$3.41 ⁽³⁾	157,933	I ⁽¹⁾	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		Date Exercisable	Expiration Date					
									Amount or Number of Shares				

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.