

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: 2025-06-10 | Period of Report: 2024-05-23  
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REPORTING OWNER

O'Neill Jason Michael

CIK:2008400  
Type: 4 | Act: 34 | File No.: 001-41607 | Film No.: 251038669

Mailing Address  
3187 HWY 35  
LINDSAY A6 K9V 4R1

ISSUER

New Horizon Aircraft Ltd.

CIK:1930021 | IRS No.: 000000000 | State of Incorp.:A1 | Fiscal Year End: 0531  
SIC: 3721 Aircraft

Mailing Address  
3187 HIGHWAY 35  
LINDSAY A6 K9V 4R1

Business Address  
3187 HIGHWAY 35  
LINDSAY A6 K9V 4R1  
613-866-1935

**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>O'Neill Jason Michael</b>  (Last) (First) (Middle)  <b>C/O NEW HORIZON AIRCRAFT, LTD., 3187 HIGHWAY 35</b>  (Street)  <b>LINDSAY, A6 K9V 4R1</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>New Horizon Aircraft Ltd. [HOVR]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/23/2024</b>  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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</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
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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			
Class A Ordinary Shares without par value	05/23/2024		<u>P</u>		1,285	A	\$1.069 <sup>(1)</sup> (2)	236,807	D	
Class A Ordinary Shares without par value	06/17/2024		<u>P</u>		1,836	A	\$0.74 <sup>(1)</sup> (3)	238,643	D	
Class A Ordinary Shares without par value	07/17/2024		<u>P</u>		2,298	A	\$0.6	240,941	D	
Class A Ordinary Shares without par value	08/15/2024		<u>P</u>		1,788	A	\$0.766 <sup>(1)</sup> (4)	242,729	D	
Class A Ordinary Shares without par value	09/16/2024		<u>P</u>		1,750	A	\$0.788 <sup>(1)</sup> (5)	244,479	D	
Class A Ordinary Shares without par value	10/17/2024		<u>P</u>		4,062	A	\$0.335 <sup>(1)</sup> (6)	248,541	D	
Class A Ordinary Shares without par value	11/18/2024		<u>P</u>		3,420	A	\$0.392 <sup>(1)</sup> (7)	251,961	D	
Class A Ordinary Shares without par value	12/18/2024		<u>P</u>		2,048	A	\$0.645 <sup>(1)</sup> (8)	254,009	D	
Class A Ordinary Shares without par value	01/16/2025		<u>P</u>		1,530	A	\$0.85 <sup>(1)</sup> (9)	255,539	D	
Class A Ordinary Shares without par value	02/21/2025		<u>P</u>		2,510	A	\$0.527 <sup>(1)</sup> (10)	258,049	D	

Class A Ordinary Shares without par value	03/18/2025		<u>P</u>	2,650	A	\$0.525 <sup>(1)</sup> <sup>(11)</sup>	260,699	D	
Class A Ordinary Shares without par value	04/16/2025		<u>P</u>	3,192	A	\$0.451 <sup>(1)</sup> <sup>(12)</sup>	263,891	D	
Class A Ordinary Shares without par value	05/20/2025		<u>P</u>	2,077	A	\$0.69 <sup>(1)</sup> <sup>(13)</sup>	265,968	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 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					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to New Horizon Aircraft Ltd. (the "Company"), any security holder of the Company, or the staff of the Securities and Ex-change Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2) through (13) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.067 to \$1.800, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.740 to \$0.749, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.750 to \$0.795, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.785 to \$0.790, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.331 to \$0.350, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.390 to \$0.395, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.644 to \$0.666, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.850 to \$0.869, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.526 to \$0.529, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.520 to \$0.528, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.436 to \$0.460, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.687 to \$0.698, inclusive.

**Signatures**

/s/ Jason Michael O'Neill

\*\* Signature of Reporting Person

06/10/2025

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.**