

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

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

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* <u>Donnally James O</u> (Last) (First) (Middle) <u>6900 TAVISTOCK LAKES BLVD, SUITE 400</u> (Street) <u>ORLANDO FL 32827</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Innventure, Inc. [INV]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2026</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | 06/17/2026 | | A | | 18,237 ⁽¹⁾ | A | \$0 | 40,542 | D | |
| Common Stock | 06/17/2026 | | G | | 22,305 | D | \$0 | 18,237 ⁽²⁾ | D | |
| Common Stock | 06/17/2026 | | G | | 22,305 | A | \$0 | 1,629,924 ⁽²⁾ | I | See footnote ⁽³⁾ |
| Common Stock | | | | | | | | 4,708,121 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | | | 27,886 | I | See footnote ⁽⁵⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Restricted Stock Units (RSUs) granted to the Reporting Person under the Innventure, Inc. 2024 Equity and Incentive Compensation Plan, and vesting on the earlier of (a) the first anniversary of the date of grant and (b) the next regularly scheduled annual meeting of stockholders of Innventure, Inc. (the "Issuer").
- On June 17, 2026, the Reporting Person transferred 22,305 directly owned shares of common stock, par value \$0.0001 per share ("Common Stock") of the Issuer to the James O. Donnally Revocable Trust (the "Donnally Trust"). The Reporting Person has voting and investment power over the shares of Common Stock held by the Donnally Trust.
- Represents shares of Common Stock held by the Donnally Trust, for which the Reporting Person has voting and investment power over the shares of Common Stock held by that trust.
- Represents shares of Common Stock held directly by the Glockner Family Venture Fund (the "Glockner Fund"). The Reporting Person is a 25% owner of the Glockner Fund and is a 25% owner and the Managing Member of Bellringer Consulting Group, LLC ("Bellringer"), the general partner of the Glockner Fund. The Reporting Person has no authority over the Glockner Fund's decision-making with respect to equity or debt investments in the Issuer and disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any. The inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Exchange Act of 1934.
- Common Stock of the Issuer held by Our-No Family Holdings LP. ("Our-No Family Holdings"). The Reporting Person has voting investment power over the Common Stock held by Our-No Family Holdings.

Remarks:

/s/ Suzanne Niemeyer,
Attorney-In-Fact 06/22/2026

** 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.