SEC Form 4

FORM 4

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

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 *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Zhang Jason Gechen	Applied Digital Corp. [APLD]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	President
3811 TURTLE CREEK BOULEVARD	10/16/2026	
SUITE 2100	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
DALLAS TX 75219		Form filed by More than One Reporting Person
(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	Amount	(A) or (D)	Price			
Common Stock	10/16/2026		P		300,000	A	$18.86[1]	2,839,227[2][3]	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				

Explanation of Responses:

1. Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from $18.40 to $19.16. The Reporting Person will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate transaction.

2. Includes 500,000 RSU's granted on February 6, 2026 (the "Grant Date") represent a contingent right to receive shares of common stock of Applied Digital Corporation (the "Company") on a one-for-one basis, have no expiration date, and vest as follows: 100,000 RSUs on February 6, 2027 (the "Cliff Date") with the remainder vesting in equal installments of 50,000 RSUs every six months every six months after the Cliff Date, such that the RSUs will be fully vested on the five-year anniversary of the Grant Date, each such vesting subject to the Reporting Person's continued full-time employment with the Company in a role approved by the Board of Directors of the Company through the applicable vesting date or accelerated vesting upon certain conditions.

3. Includes the remainder of 750,000 RSUs granted on August 8, 2025. The RSUs represent a contingent right to receive shares of common stock of the Company on a one-for-one basis and have no expiration date. 125,000 of the RSUs shall vest on each of March 12, 2027, September 12, 2027 and March 12, 2028, each such vesting subject to the Reporting Person's continued full-time employment with the Company in a role approved by the Board of Directors of the Company through the applicable date or accelerated vesting upon certain conditions.

Remarks:

/s/ Mark Chavez as Attorney-in-Fact	10/19/2026
** 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.