SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Scuteri Jeffrey T. Jr.	Factorial Energy Inc. [FAC]	☐ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
805 MIDDLESEX TURNPIKE	3. Date of Earliest Transaction (Month/Day/Year)	Principal Accounting Officer
(Street)	11/12/2026	
BILLERICA MA 01821	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		☑ 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			
Series A Common Stock	11/13/2026		M		15,000(1)	A	$0	15,000	D	
Series A Common Stock	11/13/2026		M		20,495	A	$0.89	35,495	D	
Series A Common Stock	11/13/2026		M		7,011	A	$0.89	42,506	D	
Series A Common Stock	11/13/2026		M		2,494	A	$0.89	45,000	D	
Series A Common Stock	11/13/2026		S		30,000	D	$3.93(2)	15,000	D	
Series A Common Stock	11/16/2026		S		6,647(3)	D	$3.77(4)	8,353	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				
Restricted Stock Units	(5)	11/12/2026		A		15,000		(6)	(6)	Series A Common Stock	15,000	$0	15,000	D	
Restricted Stock Units	(5)	11/13/2026		M			15,000	(6)	(6)	Series A Common Stock	15,000	$0	0	D	
Stock Option (Right to Buy)	$0.89(7)	11/13/2026		M			20,495	(8)	03/12/2035	Series A Common Stock	20,495	$0	0	D	
Stock Option (Right to Buy)	$0.89(7)	11/13/2026		M			7,011	(9)	06/05/2034	Series A Common Stock	7,011	$0	11,331	D	
Stock Option (Right to Buy)	$0.89(7)	11/13/2026		M			2,494	(10)	05/09/2034	Series A Common Stock	2,494	$0	70,874	D	

Explanation of Responses:

1. Represents shares of Series A Common Stock issued on settlement of RSUs that vested on November 13, 2026.

2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $3.90 to $3.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. Represents shares sold to cover tax withholding obligations arising from the vesting and settlement of RSUs. The Issuer requires these "sell-to-cover" sales; they are not discretionary trades by the Reporting Person.

4. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $3.71 to $3.77, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Series A Common Stock.

6. The RSUs were granted under the Issuer's 2026 Equity Incentive Plan in lieu of a cash payment of the Reporting Person's 2025 annual bonus and vested in full on November 13, 2026.

7. Previously reported as $0.88 due to rounding.

8. The shares underlying this option are fully vested and exercisable.

9. 25% of the shares underlying this option vested on May 8, 2025, with the remainder vesting in thirty-six equal monthly installments thereafter, subject to the Reporting Person's continued service on each such

vesting date.

10. 25% of the shares underlying this option vested on March 25, 2025, with the remainder vesting in thirty-six equal monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.

Remarks:

/s/ Richard Wei, Attorney-in-Fact	11/16/2026
** 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.