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*

Huang Siyu

(Last) (First) (Middle)

805 MIDDLESEX TURNPIKE

(Street)

BILLERICA MA 01821

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Factorial Energy Inc. [FAC]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

11/12/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☑ Director ☑ 10% Owner

☑ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

☐ 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			

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	(1)	11/12/2026		A		94,800		(2)	(2)	Series A Common Stock	94,800	$0	94,800	D	
Restricted Stock Units	(1)	11/12/2026		A		82,950		(2)	(2)	Series A Common Stock	82,950	$0	82,950	I	By spouse(3)

1. Name and Address of Reporting Person*

Huang Siyu

(Last) (First) (Middle)

805 MIDDLESEX TURNPIKE

(Street)

BILLERICA MA 01821

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Yu Yingchao

(Last) (First) (Middle)

805 MIDDLESEX TURNPIKE

(Street)

BILLERICA MA 01821

(City) (State) (Zip)

Explanation of Responses:

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

2. The RSUs were granted under the Issuer's 2026 Equity Incentive Plan in lieu of a cash payment of the applicable Reporting Person's 2025 annual bonus and vest in four equal installments on the 12-, 13-, 14- and 15-month anniversaries of June 10, 2026, the date the Issuer filed its Current Report on Form 8-K reporting the closing of its business combination.

3. Securities held directly by Dr. Huang's spouse, Dr. Yu. Dr. Yu is a director and the Chief Technology Officer of the Issuer.

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.