SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

| 1. Name and Address of Reporting Person * WISE SETH M | | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>BBX Capital, Inc.</u> [BBXIA/B] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
|--|-------------|--------------------------------------|---|------|---|--|--|---------|--|------|--|---|-------------------------------|--------------------------|--|---|---|--|--|--|
| | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | Director | | | 10% Ov | vner | |
| (Last) | (First) | (M | iddle) | | 10/0 | | | Iansacu | | n/Da | y/rear) | x | Officer (give title below) | | | Other (specify below) | | | | |
| 201 EAST LAS OLAS BOULEVARD | | | | | | | | | | | | | | | Ex | ecutive V | /ice P | resident | | |
| SUITE 1900 | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Indi | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | | | | | | | | | | | | | X | | • | | ing Person | | |
| FORT | LE FL | 33 | 301 | | | | | | | | | | | | Form filed by More than On | | | One Reportin | e Reporting Person | |
| (City) | (State) | (Zi | ip) | | | | | | | | | | | | | | | | | |
| | | Ta | able I - No | n-De | rivativ | e S | ecuritie | s Acq | uired, | Dis | posed of | , or l | Benefi | cially Ov | vned | | | | | |
| Date | | | | | nsaction h/Day/Year) | | 2A. Deemed Execution Date if any (Month/Day/Ye | Date, | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 at | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | (Instr. 3 an | | | | (Instr. 4) | |
| Class A Common Stock, par value \$0.01 per share 10/0 | | | | | | 2 | | | F | | 26,892(1) | | D | \$7.99 ⁽²⁾ | 365,517(3) | | | D | | |
| Class A Common Stock, par value \$0.01 per share | | | | | | | | | | | | | | | 50 ⁽³⁾ | | | Ι | By Spouse's IRA | |
| Class A Common Stock, par value \$0.01 per share | | | | | | | | | | | | | | | 14(3) | | | Ι | By IRA | |
| Class B Comm | on Stock, p | ar value \$0.01 p | er share | | | | | | | | | | | 335,157 ⁽³⁾ D | | | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | | |
| Derivative Conversion Date | | rcise (Month/Day/Year) of tive | 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 Exerc Expiration Da (Month/Day/Y | | ate | 7. Title and Amo Securities Unde Derivative Secur (Instr. 3 and 4) | | nderlying ecurity | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio | e s illy g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | Date | | Expiration | | | or Number | | (Instr. 4) | | | | |

Explanation of Responses:

1. Represents shares surrendered to the issuer to satisfy the issuer's tax withholding obligation relating to the vesting on the transaction date of certain restricted stock awards previously granted to the reporting person. These shares have been cancelled and retired by the issuer.

Exercisable

Date

Title

2. Represents the closing price of the issuer's Class A Common Stock on September 30, 2022, the last day of trading prior to the transaction date.

3. Shares of the issuer's Class B Common Stock are convertible on a share-for-share basis into the issuer's Class A Common Stock at any time in the holder's discretion.

Code V

(A)

(D)

/s/Brett Sheppard, Chief Financial Officer, BBX Capital Inc. Attorney-in-Fact for Seth Wise ** Signature of Reporting Person Date

of Shares

10/04/2022

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.