

| 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).

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>LEVAN ALAN B</u><br><br>(Last) (First) (Middle)<br>201 EAST LAS OLAS BOULEVARD<br>SUITE 1900<br><br>(Street)<br>FORT LAUDERDALE FL 33301<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BBX Capital, Inc. [ BBXIA/B ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br>Chairman |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/01/2022                      |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                 |   |  |   |
| Class A Common Stock, par value \$0.01 per share | 10/01/2022                           |  | F                              |   | 20,652 <sup>(1)</sup>   | D          | \$7.99 <sup>(2)</sup> | 821,354 <sup>(3)</sup>  | D  |   |
| Class A Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 986,197 <sup>(3)</sup>  | I  | By Levan Partners, LLC                                |
| Class B Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 141,577 <sup>(3)</sup>  | I  | By Levan Partners, LLC                                |
| Class A Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 78,700 <sup>(3)</sup>   | I  | By Susie and Alan B. Levan Family Foundation, Inc.    |
| Class A Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 7,344 <sup>(3)</sup>  | I  | By Levan Children's Trust                             |
| Class B Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 336,915 <sup>(3)</sup>  | I  | By Levan BFC Stock Partners, LP                       |
| Class A Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 2,341 <sup>(3)</sup>  | I  | By Spouse   |
| Class B Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 240 <sup>(3)</sup>  | I  | By Spouse   |
| Class B Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                       | 864,426 <sup>(3)</sup>  | 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 |   |  |  |   |  |

**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.
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.

s/Brett Sheppard, Chief Financial Officer, BBX Capital Inc., Attorney-in-Fact for Alan B. Levan 10/04/2022

\*\* 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.**