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) |
|---|---|---|
| Lee Charles Benjamin<br>(Last) (First) (Middle)<br>9920 PACIFIC HEIGHTS BLVD., SUITE 150<br>(Street)<br>SAN DIEGO CA 92121<br>(City) (State) (Zip) | Lite Strategy, Inc. [ LITS ]<br>Foreign Trading Symbol<br>3. Date of Earliest Transaction (Month/Day/Year)<br>10/08/2025<br>4. If Amendment, Date of Original Filed (Month/Day/Year) | ☑ Director ☐ 10% Owner<br>☐ Officer (give title below) ☐ Other (specify below)<br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>☑ Form filed by One Reporting Person<br>☐ 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 | | | |
| Common Stock | 10/29/2026 | | M | | 517,509(1) | A | $0.0001 | 519,509 | I | By: LLC(2) |
| Common Stock | 10/29/2026 | | F | | 44(1) | D | $1.1851 | 517,465 | I | By LLC(2) |
| Common Stock | | | | | | | | 292,397 | 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 | | | | |
| Warrants | $0.0001 | 10/08/2025 | | A | | 234,149 | | (3) | 10/08/2030 | Common Stock | 234,149 | (4) | 234,149 | I | By LLC |
| Warrants | $0.0001 | 07/22/2026 | | A | | 566,721 | | (5) | 07/22/2031 | Common Stock | 566,721 | (4) | 566,721 | I | BY LLC |
| Warrants | $0.0001 | 10/29/2026 | | M | | | 234,149 | (3) | 10/08/2030 | Common Stock | 234,149 | (4) | 0 | I | By LLC |
| Warrants | $0.0001 | 10/29/2026 | | M | | | 283,360 | (5) | 07/22/2031 | Common Stock | 283,360 | (4) | 283,361 | I | BY LLC |

**Explanation of Responses:**

1. On October 29, 2026, Green Dragon Investments, LLC exercised, on a cashless basis, warrants to purchase an aggregate of 517,509 shares of the Issuer's common stock for $0.0001 per share. Upon such exercise, the Issuer issued 517,465 shares of the Issuer's common stock to Green Dragon Investments, LLC and withheld 44 shares in payment of the aggregate exercise price.

2. These securities are held directly by Green Dragon Investments, LLC, a limited liability company, wholly owned by a revocable trust. The Reporting Person and his spouse serve as the sole trustees and beneficiaries of the revocable trust. The Reporting Person disclaims ownership of the securities held by Green Dragon Investments, LLC, except to the extent of his pecuniary interest therein.

3. The warrant to purchase 234,149 shares of the Issuer's common stock was issued on October 8, 2025, and 25% of the underlying shares became exercisable immediately upon grant, with the remaining 75% vesting in quarterly installments on the succeeding three (3) month anniversaries of October 8, 2025. The warrants were fully exercised on October 29, 2026.

4. Issued in payment of asset-based fee under the Advisory Agreement dated as of July 22, 2025.

5. The warrant to purchase 566,721 shares of the Issuer's common stock was issued on July 22, 2026, and 25% of the underlying shares became exercisable immediately upon grant, with the remaining 75% vesting in equal quarterly installments on the succeeding three (3) month anniversaries of July 22, 2026. The vested portion of the warrant, representing 283,360 shares of the Issuer's common stock, was exercised on October 29, 2026.

**Remarks:**

Exhibit 24.1 - Power of Attorney

/s/ Justin J. File, as Attorney-in-fact for the Reporting Person — 11/19/2026

** 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.**

**Exhibit 24.1**

**LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATION**

I, Charles B. Lee, hereby make, constitute and appoint Justin File and Jason Abrams, or either of them acting singly, with full power of substitution and re-substitution, as my true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the "attorney-in-fact"), with full power to act for me and in my name, place and stead, in any and all capacities, to:

(1) prepare, execute, and submit for and on my behalf, in my capacity as a director of Lite Strategy, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act"), or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to any security of the Company to the United States Securities and Exchange Commission (the "SEC");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5, or Form 144, complete and execute any amendment(s) thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, or Form 144, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of November, 2026.

By:/s/ Charles B. Lee
Name: Charles B. Lee