

REVOLVE GROUP, INC.

Reported by
KARANIKOLAS MICHAEL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/06/24 for the Period Ending 11/04/24

Address	12889 MOORE ST. CERRITOS, CA, 90703
Telephone	(562) 677-9480
CIK	0001746618
Symbol	RVLV
SIC Code	5961 - Retail-Catalog and Mail-Order Houses
Industry	Department Stores
Sector	Consumer Cyclical
Fiscal Year	12/31

FORM 4

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 that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

OMB APPROVAL
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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Karanikolas Michael <small>(Last) (First) (Middle)</small> 12889 MOORE STREET <small>(Street)</small> CERRITOS, CA 90703 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Revolve Group, Inc. [RVLV] 3. Date of Earliest Transaction (MM/DD/YYYY) 11/4/2024 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CO-CHIEF EXECUTIVE OFFICER 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/4/2024		C		20,373	A	\$0 ⁽¹⁾	20,373	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/4/2024		S ⁽³⁾		20,373	D	\$25.95 ⁽⁴⁾	0	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/5/2024		C		37,103	A	\$0 ⁽¹⁾	37,103	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/5/2024		S ⁽³⁾		37,103	D	\$25.92 ⁽⁵⁾	0	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/6/2024		C		200,000	A	\$0 ⁽¹⁾	200,000	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/6/2024		S ⁽³⁾		19,938	D	\$29.69 ⁽⁶⁾	180,062	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/6/2024		S ⁽³⁾		55,394	D	\$30.79 ⁽⁷⁾	124,668	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/6/2024		S ⁽³⁾		78,122	D	\$31.81 ⁽⁸⁾	46,546	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock	11/6/2024		S ⁽³⁾		46,546	D	\$32.32 ⁽⁹⁾	0	I	By MMMK Development, Inc. ⁽²⁾
Class A Common Stock								123,000	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Class B Common Stock	(1)	11/4/2024		C			20,373	(1)	(1)	Class A Common Stock	20,373	\$0	32,416,842	I	By MMMK Development, Inc. (2)
Class B Common Stock	(1)	11/5/2024		C			37,103	(1)	(1)	Class A Common Stock	37,103	\$0	32,379,739	I	By MMMK Development, Inc. (2)
Class B Common Stock	(1)	11/6/2024		C			200,000	(1)	(1)	Class A Common Stock	200,000	\$0	32,179,739	I	By MMMK Development, Inc. (2)

Explanation of Responses:

- (1) Shares of Class B common stock are convertible into an equal number of shares of Class A common stock at any time, at the election of the holder, and have no expiration date. On the dates indicated above, the reporting person sold the number of shares of Class B common stock indicated above, resulting in the automatic conversion of such shares into an equal number of shares of Class A common stock.
- (2) The reporting person is a stockholder of MMMK Development, Inc. and has shared voting and dispositive power over the shares held by MMMK Development, Inc.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by MMMK Development, Inc. on December 11, 2023.
- (4) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$25.86 to \$26.105, inclusive. The reporting person undertakes to provide to Revolve Group, Inc., any security holder of Revolve Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (5) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$25.86 to \$26.08, inclusive. The reporting person undertakes to provide to Revolve Group, Inc., any security holder of Revolve Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (6) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$29.15 to \$30.14, inclusive. The reporting person undertakes to provide to Revolve Group, Inc., any security holder of Revolve Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (7) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$30.15 to \$31.14, inclusive. The reporting person undertakes to provide to Revolve Group, Inc., any security holder of Revolve Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (8) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$31.15 to \$32.145, inclusive. The reporting person undertakes to provide to Revolve Group, Inc., any security holder of Revolve Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (9) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$32.15 to \$32.735, inclusive. The reporting person undertakes to provide to Revolve Group, Inc., any security holder of Revolve Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karanikolas Michael 12889 MOORE STREET CERRITOS, CA 90703	X	X	CO-CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Jodi Lumsdaine Chapin, attorney-in-fact

11/6/2024

**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.

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