

OCEAN POWER TECHNOLOGIES, INC.

Reported by
BURDYN MATTHEW

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/04/25 for the Period Ending 01/16/25

Address	28 ENGELHARD DRIVE SUITE B MONROE TOWNSHIP, NJ, 08831
Telephone	609-730-0400
CIK	0001378140
Symbol	OPTT
SIC Code	4911 - Electric Services
Industry	Renewable Energy Equipment & Services
Sector	Energy
Fiscal Year	04/30

FORM 4

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

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.

**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 * Burdyny Matthew <small>(Last) (First) (Middle)</small> C/O OCEAN POWER TECHNOLOGIES, INC., 28 ENGELHARD DRIVE, SUITE B <small>(Street)</small> MONROE TOWNSHIP, NJ 08831 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Ocean Power Technologies, Inc. [OPTT] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/16/2025</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Commercial Officer
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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

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			
Common Stock	1/31/2025		M		24,505	A	(1)	260,066	D	
Common Stock	1/16/2025		F		37,698	D	\$0.99 (2)	222,368	D	
Common Stock	1/21/2025		F		13,354	D	\$0.92 (3)	209,014	D	
Common Stock	1/31/2025		F		5,967	D	\$0.66 (3)	203,047	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate 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				
Restricted Stock Unit	(1)	1/31/2025		M		24,505		(2)	(2)	Common Stock	24,505	\$0	24,505	D	

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's restricted stock.
- (2) On February 1, 2024, the reporting person was granted 24,505 restricted stock units, vesting based on achievement of certain performance criteria. Vesting of such criteria was deemed to occur on January 31, 2025.
- (3) Per share value is based on the market closing price of the common stock on the applicable transaction date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burdyny Matthew C/O OCEAN POWER TECHNOLOGIES, INC. 28 ENGELHARD DRIVE, SUITE B MONROE TOWNSHIP, NJ 08831			Chief Commercial Officer	

Signatures

/s/ Matthew Burdyny

2/4/2025

**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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