

OCEAN POWER TECHNOLOGIES, INC.

Reported by
BURDYNY 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

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.

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Estimated average burden hours per response... 0.5

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 [*]			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Burdyn Matthew			Ocean Power Technologies, Inc. [OPTT]					<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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)							
C/O OCEAN POWER TECHNOLOGIES, INC., 28 ENGELHARD DRIVE, SUITE B			1/16/2025							
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line)		
MONROE TOWNSHIP, NJ 08831								<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								

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 (2)		209,014	D	
Common Stock	1/31/2025		F		5,967	D	\$0.66 (2)		203,047	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			
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
Burdyn 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

Date

** Signature of Reporting Person

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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