

AVEPOINT, INC.
Filed by
LU ZHIJIAN

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 10/28/25

Address 525 WASHINGTON BLVD
SUITE 1400
JERSEY CITY, NJ, 07310
Telephone (201) 793-1111
CIK 0001777921
Symbol AVPT
SIC Code 7372 - Services-Prepackaged Software
Industry IT Services & Consulting
Sector Technology
Fiscal Year 12/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

AvePoint, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

053604104

(CUSIP Number)

Zhijian Lu
c/o AvePoint, Inc., 525 Washington Blvd, Suite 1400
Jersey City, NJ, 07310
(804) 314-5903

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

10/24/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No. 053604104

| | |
|---|--------------------------|
| 1 | Name of reporting person |
|---|--------------------------|

| | | | | | | | | | |
|--|--|---|---------------------------------|---|------------------------------------|---|--------------------------------------|----|---|
| | Check the appropriate box if a member of a Group (See Instructions) | | | | | | | | |
| 2 | <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b) | | | | | | | | |
| 3 | SEC use only | | | | | | | | |
| 4 | Source of funds (See Instructions) OO | | | | | | | | |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> | | | | | | | | |
| 6 | Citizenship or place of organization UNITED STATES | | | | | | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | <table border="1"> <tr> <td>7</td> <td>Sole Voting Power: 1,405,165.00</td> </tr> <tr> <td>8</td> <td>Shared Voting Power: 10,275,850.00</td> </tr> <tr> <td>9</td> <td>Sole Dispositive Power: 1,405,165.00</td> </tr> <tr> <td>10</td> <td>Shared Dispositive Power: 10,275,850.00</td> </tr> </table> | 7 | Sole Voting Power: 1,405,165.00 | 8 | Shared Voting Power: 10,275,850.00 | 9 | Sole Dispositive Power: 1,405,165.00 | 10 | Shared Dispositive Power: 10,275,850.00 |
| 7 | Sole Voting Power: 1,405,165.00 | | | | | | | | |
| 8 | Shared Voting Power: 10,275,850.00 | | | | | | | | |
| 9 | Sole Dispositive Power: 1,405,165.00 | | | | | | | | |
| 10 | Shared Dispositive Power: 10,275,850.00 | | | | | | | | |
| 11 | Aggregate amount beneficially owned by each reporting person 11,681,015.00 | | | | | | | | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | | | | | | | | |
| 13 | Percent of class represented by amount in Row (11) 5.5 % | | | | | | | | |
| 14 | Type of Reporting Person (See Instructions) IN | | | | | | | | |

Comment for Type of Reporting Person: (1) Consists of (i) 131,526 shares held by the Reporting Person, (ii) 1,608,724 shares held by The Bridge Water Trust, (iii) 2,204,056 shares held by Fire Stone Family Trust, (iv) 4,854,346 shares held by KEM Phoenix, (v) 1,608,724 shares held by The Cherry Tree Trust, and (vi) 1,273,639 shares of common stock underlying options exercisable within 60 days of October 28, 2025. The Reporting Person has sole voting and dispositive power with respect to the shares held in his name and shares underlying options. The Reporting Person shares voting and dispositive power with Yan Ji with respect to shares held by Fire Stone Family Trust and KEM Phoenix. The Reporting Person shares voting and dispositive power with Jeffrey Scott Bardsley with respect to shares held by The Bridge Water Trust. Yan Ji shares voting and dispositive power with Wen Ji Bardsley with respect to shares held by The Cherry Tree Trust.

(2) This percentage is calculated based upon 211,138,994 shares of Common Stock outstanding as of June 30, 2025, as disclosed by the Company in its 424(b)(5) filed with the Securities and Exchange Commission on September 16, 2025.

SCHEDULE 13D/A

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

(c) Address of Issuer's Principal Executive Offices:

525 WASHINGTON BLVD, SUITE 1400, JERSEY CITY, NEW JERSEY , 07310.

Item 1 Comment: This Amendment No. 1 amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission on July 1, 2021 (the "Schedule 13D") by the Reporting Person (as previously defined in the initial Schedule 13D) with respect to shares of Common Stock, par value \$0.0001 per share ("Common Stock"), of AvePoint, Inc., a Delaware corporation (the "Company"). Unless otherwise defined herein, capitalized terms used in this Amendment No. 1 shall have the meanings ascribed to them in the Schedule 13D. Unless amended or supplemented below, the information in the Schedule 13D remains unchanged.

Item 4. Purpose of Transaction

Item 4 is hereby amended by adding the following:

Secondary Offering

On September 16, 2025, in connection with a registered secondary public offering (the "Secondary Offering") of Common Stock, the selling security holders (the "Selling Securityholders"), including the Reporting Person, entered into an underwriting agreement (the "Underwriting Agreement") with the Company Jefferies LLC, Morgan Stanley & Co. LLC, Oversea-Chinese Banking Corporation Limited and UBS Securities, LLC, as representatives of the several underwriters named on therein (collectively, the "Underwriters"). In connection with the Secondary Offering, which closed on September 18, 2025, the Reporting Person sold 7,006,428 shares of Common Stock to the Underwriters at a purchase price of approximately \$15.21 per share. Under the terms of the Underwriting Agreement, the Reporting Person granted the Underwriters an option exercisable for 30 days to purchase up to an additional 1,993,550 shares of the Common Stock at the public offering price, less underwriting discounts and commission (the "Over-Allotment Option"). On October 24, 2025, the Underwriters exercised the Over-Allotment Option and purchased an additional 1,319,130 shares of Common Stock from the Reporting Person.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the actual terms of such document, a copy of which is attached as an exhibit hereto and incorporated herein by reference. The terms of the Secondary Offering are further described in the Form 8-K filed by the Company with the Securities and Exchange Commission on September 16, 2025.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended by adding the following:

The description of the Underwriting Agreement included in Item 4 above is incorporated by reference into this Item 6.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended by adding the following:

Underwriting Agreement, dated September 16, 2025, Form 8-K, File No. 251317726, Exhibit 1.1, Filing Date 9/16/2025

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Lu Zhijian

Signature: /s/ Zhijian Lu
Name/Title: Zhijian Lu
Date: 10/28/2025