

CIRCLE INTERNET GROUP, INC.

Reported by
SCHULZ TAMARA L

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 02/03/26 for the Period Ending 02/01/26

Address ONE WORLD TRADE CENTER
 NEW YORK, NY, 10007
Telephone (332) 334-0660
 CIK 0001876042
 Symbol CRCL
 SIC Code 6199 - Finance Services
 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.

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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 [*]			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Schulz Tamara L			Circle Internet Group, Inc. [CRCL]					<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Accounting Officer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line)				
C/O CIRCLE INTERNET GROUP, INC., ONE WORLD TRADE CENTER, 87TH FLOOR			2/1/2026					<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
NEW YORK, NY 10007			4. If Amendment, Date Original Filed (MM/DD/YYYY)									
(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					
Class A Common Stock	2/1/2026		A		17,555 ⁽¹⁾	A	\$0				100,234	D
Class A Common Stock	2/2/2026		F ⁽²⁾		697	D	\$63.93				99,537	D
Class A Common Stock	2/3/2026		S ⁽³⁾		1,527	D	\$59.8				98,010 ⁽⁴⁾	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

Explanation of Responses:

- The restricted stock units were granted on February 1, 2026, and vest in 16 substantially equal monthly installments thereafter, in each case, subject to the Reporting Person's continued service with the Issuer through each applicable vesting date.
- The shares of Class A common stock were withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units.
- The reported sale was made pursuant to a 10b5-1 trading plan.
- Represents 17,181 shares of Class A common stock held outright by the reporting person and 80,829 shares of Class A common stock issuable upon the vesting of restricted stock units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schulz Tamara L C/O CIRCLE INTERNET GROUP, INC. ONE WORLD TRADE CENTER, 87TH FLOOR NEW YORK, NY 10007			Chief Accounting Officer	

Signatures

/s/ Sarah K. Wilson, as Attorney-in-Fact for Tamara Schulz

**Signature of Reporting Person

2/3/2026

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 control number.