

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

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|-------------|---|
| 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.

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

OMB APPROVAL
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| | | |
|---|---|--|
| 1. Name and Address of Reporting Person * Schulz Tamara L (Last) (First) (Middle) C/O CIRCLE INTERNET GROUP, INC., ONE WORLD TRADE CENTER, 87TH FLOOR (Street) NEW YORK, NY 10007 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Circle Internet Group, Inc. [CRCL] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/1/2026 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Accounting 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 ____ 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 | | | |
| 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 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) 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.
- (2) 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.
- (3) The reported sale was made pursuant to a 10b5-1 trading plan.
- (4) 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

2/3/2026

—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.

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.