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BENDING SPOONS S.P.A.

Filed by

FERRARI LUCA

FORM SC 13G

(Statement of Ownership)

Filed 11/12/26

Telephone	39 0281284093
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Symbol	BSP
SIC Code	7370 - Services-Computer Programming, Data Processing, Etc.
Industry	Software
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Bending Spoons S.p.A.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

T19377109

(CUSIP Numbers)

09/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

SCHEDULE 13G

CUSIP Number(s):	T19377109

1	**Names of Reporting Persons** Ferrari Luca
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☐ (b)
3	**SEC Use Only**

4	**Citizenship or Place of Organization** ITALY	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	**Sole Voting Power:** 82,789,665.00
	6	**Shared Voting Power:** 0.00
	7	**Sole Dispositive Power:** 82,789,665.00
	8	**Shared Dispositive Power:** 0.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 82,789,665.00	
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐	
11	**Percent of class represented by amount in row (9)** 20.1 %	
12	**Type of Reporting Person (See Instructions)** IN	

SCHEDULE 13G

Item 1.

(a) **Name of issuer:**

Bending Spoons S.p.A.

(b) **Address of issuer's principal executive offices:**

VIA NINO BONNET 10, MILAN, ITALY, 20154

Item 2.

(a) **Name of person filing:**

This statement is filed on behalf of Luca Ferrari (the "Reporting Person").

(b) **Address or principal business office or, if none, residence:**

The principal business address of the Reporting Person is c/o Bending Spoons S.p.A., Via Nino Bonnet 10, Milan, Italy, 20154.

(c) **Citizenship:**

The Reporting Person is a citizen of Italy.

(d) **Title of class of securities:**

Ordinary Shares

(e) **CUSIP No.:**

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a) ☐ **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**

(b) ☐ **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**

(c) ☐ **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**

(d) ☐ **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**

(e) ☐ **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**

(f) ☐ **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**

(g) ☐ **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**

(h) ☐ **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**

(i) ☐ **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**

(j) ☐ **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**

(k) ☐ **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

Item 4. Ownership

(a) **Amount beneficially owned:**

The information contained on the cover page to this Schedule 13G is incorporated by reference into this Item 4.

The ownership information presented herein represents beneficial ownership of Ordinary Shares of the Issuer ("Ordinary Shares") as of September 30, 2026, based upon 330,312,800 Ordinary Shares outstanding as of October 23, 2026, as disclosed by the Issuer.

The Reporting Person is the record holder of (i) 644,175 Ordinary Shares and (ii) 82,145,490 Ordinary Shares underlying Class A Shares of the Issuer. Each Class A Share is convertible at any time into one Ordinary Share upon request of the holder.

(b) **Percent of class:**

20.1%

(c) **Number of shares as to which the person has:**

(i) Sole power to vote or to direct the vote:

82,789,665

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

82,789,665

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

Not Applicable

Item 6. **Ownership of more than 5 Percent on Behalf of Another Person.**

Not Applicable

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

Item 8. **Identification and Classification of Members of the Group.**

Not Applicable

Item 9. **Notice of Dissolution of Group.**

Not Applicable

Item 10. **Certifications:**

Not Applicable

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.

Ferrari Luca

Signature:	**/s/ Elena Biancotto, Attorney-in-Fact**
Name/Title:	**Elena Biancotto**
Date:	**11/11/2026**

Exhibit Information: Exhibit 24 - Power of Attorney.

EXHIBIT 24

Power of Attorney

With respect to holdings of and transactions in securities issued by Bending Spoons S.p.A. ("**Bending Spoons**"), I appoint the individuals named under the attached schedule titled Attorneys-in-fact, as may be amended from time to time, each acting individually, as true and lawful attorneys-in-fact to act on my behalf to:

- Prepare, execute, amend, and file with the SEC and any stock exchange or similar authority:
  - Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the related rules
  - Form 3, Form 4, and Form 5 in accordance with Section 16 of the Exchange Act and the related rules
  - Form 144 under Rule 144 of the Securities Act of 1933, as amended (the "**Securities Act**")
- Take any other action necessary or appropriate in connection with the above filings

I grant to each attorney-in-fact full power and authority to perform any act necessary or appropriate to exercise the powers granted under this power of attorney, with the same legal effect as if performed by me. Such authority includes the power of substitution and resubstitution.

I ratify and confirm all actions lawfully taken by any attorney-in-fact, or by any substitute acting under this power of attorney, in connection with the matters covered by this power of attorney.

I acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is Bending Spoons or any of its affiliates assuming, any of my responsibilities to comply with Section 13 and Section 16 of the Exchange Act, or Rule 144 under the Securities Act.

This power of attorney shall remain in full force and effect until I am no longer required to file any Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or Form 144 with respect to my holdings of and transactions in securities issued by Bending Spoons, unless earlier revoked by me in a signed writing delivered to any of the foregoing attorneys-in-fact.

Signature: /s/ Luca Ferrari

Printed name: Luca Ferrari

Title: Chief executive officer

Date signed: 11 June 2026

Schedule A

Attorneys-in-fact

Individuals appointed as attorney-in-fact:

- Davide Giorgio Andrea Scarpazza
- Laura Zucchinali
- Ignacio Pereira
- Elena Biancotto
- Francesca Gioia Mentuccia