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Z SQUARED INC.

Reported by

HALABU DAVID ELIAS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/13/26 for the Period Ending 04/30/26

Address	550 SOUTH ANDREWS AVE. STE #700 FORT LAUDERDALE, FL, 33301
Telephone	954-400-9994
CIK	0001759186
Symbol	ZSQR
SIC Code	6199 - Finance Services
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

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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)
Halabu David Elias	**Z Squared Inc. [ZSQR]**	__X__ Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__X__ Officer (give title below) _____ Other (specify below)
C/O Z SQUARED INC. **550 SOUTH ANDREWS AVENUE,** **SUITE 700**	**4/30/2026**	**Chief Executive Officer**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
FORT LAUDERDALE FLORIDA **33301**		_X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip/Postal Code)		
UNITED STATES		
(Country)		

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	**10/27/2026**		**M**		**19,737** (2)	**A**	**$0** (2)	**39,474**	**D**	
Common Stock	**4/30/2026**		**J**(4)		**12,576** (4)	**A**	**$0** (4)	**12,576**	**I**	**By Naneva Capital LLC** (4)
Common Stock								**1,412,855** (3)	**I**	**By SMSC Capital Holdings LLC** (3)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (1)	**$0**	**10/27/2026**		**M**			**19,737**	(1)	(1)	**Common Stock**	**19,737**	(2)	**39,473**	**D**	

Explanation of Responses:

(1) On April 27, 2026, pursuant to Section 3(b) of the reporting person's Amended and Restated Executive Employment Agreement, the issuer agreed to grant the reporting person restricted stock units ("RSUs"), each representing a contingent right to receive one share of common stock upon vesting and having no expiration date, under the issuer's 2025 Incentive Compensation Plan as an annual bonus award. The number of RSUs was determined by dividing $1,200,000 by the April 27, 2026 closing price ($15.20), rounded down to the nearest whole share, and confirmed by resolution of the issuer's Board of Directors adopted September 23, 2026. The grant of the RSUs was previously reported on the reporting person's Form 4 filed on October 2, 2026. The RSUs vest in four substantially equal quarterly installments (19,737 RSUs on each of July 27, 2026, October 27, 2026 and January 27, 2027, and 19,736 RSUs on April 27, 2027), subject to continued employment on each vesting date.

(2) Represents the second quarterly vesting of the RSUs described in footnote 1, which vested on October 27, 2026. Each RSU was settled in one share of common stock for no consideration.

(3) Consists of 1,412,855 shares of common stock held of record by SMSC Capital Holdings LLC ("SMSC"), previously reported on the reporting person's Form 3 filed April 29, 2026. The reporting person owns a 1% membership interest in SMSC, and the David E. Halabu Irrevocable Trust, for which the reporting person acts as trustee, owns the remaining 99% membership interest in SMSC. The reporting person disclaims beneficial ownership of the shares held by SMSC except to the extent of his pecuniary interest therein.

(4) Represents 12,576 shares of common stock received by Naneva Capital LLC ("Naneva") on April 30, 2026 in a pro rata distribution, for no consideration, by BSG Series CM, LLC ("BSG") of all shares of common stock of the issuer held by BSG to its members in accordance with their respective percentage membership interests. The reporting person owns a 90% membership interest in Naneva, and the reporting person's spouse owns the remaining 10% membership interest in Naneva. The reporting person disclaims beneficial ownership of the shares held by Naneva except to the extent of his pecuniary interest therein.

Remarks:

The shares of common stock reported in Table I as acquired upon settlement of restricted stock units were issued under the issuer's registration statement on Form S-8 filed with the Securities and Exchange Commission on August 21, 2026. The acquisition of 12,576 shares of common stock by Naneva Capital LLC on April 30, 2026 reported in Table I was inadvertently not reported on a timely basis, and those shares were inadvertently omitted from the holdings reported on the reporting person's Form 4 filed October 2, 2026.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halabu David Elias **C/O Z SQUARED INC.** **550 SOUTH ANDREWS AVENUE, SUITE 700** **FORT LAUDERDALE** **FLORIDA** **33301** **UNITED STATES**	**X**		**Chief Executive Officer**	

Signatures

/s/ Elissa Stall, as Attorney-in-Fact for David Halabu	**11/13/2026**
** 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.

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* Form 4: SEC 1474 (03-26).