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HAPPEN, INC.

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STACK FERGAL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/27/26 for the Period Ending 11/25/26

Address	88 KEARNY ST SUITE 600 SAN FRANCISCO, CA, 94108
Telephone	415-930-7440
CIK	0001409970
Symbol	HAPN
SIC Code	6141 - Personal Credit Institutions
Industry	Consumer Lending
Sector	Financials
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)
Stack Fergal	**Happen, Inc. [HAPN]**	____ Director ____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__X__ Officer (give title below) ____ Other (specify below)
C/O HAPPEN, INC. **88 KEARNY ST., SUITE 600**	**11/25/2026**	**SVP, Corporate Controller**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN FRANCISCO CALIFORNIA 94108		_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	**11/25/2026**		**M**		**3,117**	**A**	**$0** (1)	**47,005**	**D**	
Common Stock	**11/25/2026**		**M**		**1,907**	**A**	**$0** (1)	**48,912**	**D**	
Common Stock	**11/25/2026**		**M**		**1,570**	**A**	**$0** (1)	**50,482**	**D**	
Common Stock	**11/25/2026**		**F**		**2,683** (2)	**D**	**$14.49**	**47,799**	**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU)	**$0** (1)	**11/25/2026**		**M**			**3,117**	(3)	(4)	**Common Stock**	**3,117**	**$0**	**3,118**	**D**	
Restricted Stock Unit (RSU)	**$0** (1)	**11/25/2026**		**M**			**1,907**	(5)	(4)	**Common Stock**	**1,907**	**$0**	**9,535**	**D**	
Restricted Stock Unit (RSU)	**$0** (1)	**11/25/2026**		**M**			**1,570**	(6)	(4)	**Common Stock**	**1,570**	**$0**	**14,125**	**D**	

Explanation of Responses:

(1) Each restricted stock unit ("RSU") represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.

(2) Does not represent a sale of shares. Represents the number of shares withheld by the Issuer to cover tax withholding obligations in connection with the vesting of RSUs.

(3) The RSUs vested as to 8.33% of the total shares on May 25, 2024, with an additional 8.33% of the total shares vesting quarterly thereafter, subject to continued service through each vesting date.

(4) Not applicable.

(5) The RSUs vested as to 8.33% of the total shares on May 25, 2025, with an additional 8.33% of the total shares vesting quarterly thereafter, subject to continued service through each vesting date.

(6) The RSUs vested as to 8.33% of the total shares on May 25, 2026, with an additional 8.33% of the total shares vesting quarterly thereafter, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stack Fergal **C/O HAPPEN, INC.** **88 KEARNY ST., SUITE 600** **SAN FRANCISCO** **CALIFORNIA** **94108** **UNITED STATES**			**SVP, Corporate Controller**	

Signatures

/s/ Bhavit Sheth, attorney-in-fact	**11/27/2026**
**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.

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