SEC Form 4

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 for the purchase or sale of equity securities of the issuer 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

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)
Lowe Adam Joseph	CompoSecure, Inc. [CMPO]	Director ☐ 10% Owner ☐
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2025	Officer ☒ (give title below) Other (specify below) ☐
C/O COMPOSECURE, INC. 309 PIERCE STREET		Chief Product & Innov. Officer
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SOMERSET NJ 08873		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	01/01/2025		F		73,825[1]	D	$15.33	1,296,536	D	
Class A Common Stock	01/01/2025		F		21,315[2]	D	$15.33	1,275,221	D	
Class A Common Stock	01/01/2025		F		36,091[3]	D	$15.33	1,239,130[4]	D	

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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:

1. Reflects the number of shares withheld in satisfaction of applicable tax withholding obligations in connection with the net settlement of 150,000 restricted stock units ("RSUs") that vested on January 1, 2025. These RSUs were originally granted on March 16, 2022 in the aggregate amount of 600,000 RSUs, for which the remaining 150,000 RSUs (the "2022 Unvested Time-Vesting RSUs") will continue to vest on January 1, 2026, subject to the reporting person's continued service as of the vesting date.

2. Reflects the number of shares withheld in satisfaction of applicable tax withholding obligations in connection with the net settlement of 43,659 restricted stock units ("RSUs") that vested on January 1, 2025. These RSUs were originally granted on March 9, 2023 in the aggregate amount of 130,976 RSUs, for which the remaining 43,658 RSUs (the "2023 Unvested Time-Vesting RSUs") will continue to vest on January 1, 2026, subject to the reporting person's continued service as of the vesting date.

3. Reflects the number of shares withheld in satisfaction of applicable tax withholding obligations in connection with the net settlement of 73,925 restricted stock units ("RSUs") that vested on January 1, 2025. These RSUs were originally granted on March 15, 2024 in the aggregate amount of 221,773 RSUs, for which the remaining 147,848 RSUs (the "2024 Unvested Time-Vesting RSUs") will continue to vest ratably on each of, January 1, 2026 and January 1, 2027, respectively, subject to the reporting person's continued service as of the applicable vesting date.

4. Includes (A) 544,875 shares of Class A Common Stock owned by the reporting person, (B) 150,000 shares of Class A Common Stock underlying the 2022 Unvested Time-Vesting RSUs, (C) 43,658 shares of Class A Common Stock underlying the 2023 Unvested Time-Vesting RSUs, (D) 147,848 shares of Class A Common Stock underlying the 2024 Unvested Time-Vesting RSUs, and (E) 352,749 performance-vesting RSUs, which will vest over the applicable performance period based on the achievement of the provided performance targets, as set forth in the respective governing award agreement, subject to the reporting person's continued service as of the applicable vesting date and that will be settled into Class A Common Stock upon vesting. The RSUs will be settled into Class A Common Stock upon vesting and may be settled net of shares withheld to pay applicable taxes.

/s/ Adam Lowe, by attorney-in-fact Steven J. Feder   01/03/2025

** 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 Number.