SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

☐ 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.

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)
Goin Kathleen	PALVELLA THERAPEUTICS, INC. [PVLA]	☐ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
C/O PALVELLA THERAPEUTICS, INC.	3. Date of Earliest Transaction (Month/Day/Year)	Chief Operating Officer
353 W. LANCASTER AVENUE, SUITE 200	10/21/2026	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
WAYNE PA 19087		☑ 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			
Common Stock	10/21/2026		M(1)		2,165	A	$7.14	2,165	D	
Common Stock	10/21/2026		M(1)		2,148	A	$9.08	4,313	D	
Common Stock	10/21/2026		S(1)		2,043	D	$123.6214(2)	2,270	D	
Common Stock	10/21/2026		S(1)		1,663	D	$125.1645(3)	607	D	
Common Stock	10/21/2026		S(1)		607	D	$126.1949(4)	0	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				
Stock Option (Right to Buy)	$7.14	10/21/2026		M(1)			2,165	(5)	10/29/2029	Common Stock	2,165	$0	0	D	
Stock Option (Right to Buy)	$9.08	10/21/2026		M(1)			2,148	(5)	10/14/2030	Common Stock	2,148	$0	0	D	

Explanation of Responses:

1. The transactions reported by the Reporting Person were effected pursuant to a Rule 10b5-1 trading plan adopted on August 19, 2025. The plan was adopted during an open trading window, at a time when the Reporting Person was not in possession of material non-public information and was reviewed and approved in accordance with the Issuer's Insider Trading Policy. The Issuer's officers and directors from time to time utilize trading plans to transact in its securities for reasons such as satisfying vesting-related income tax requirements, investment diversification, or other personal reasons.

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $123.50 to $124.04, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price at which the transactions were effected.

3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $124.92 to $125.61, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price at which the transactions were effected.

4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $125.92 to $126.518, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price at which the transactions were effected.

5. The stock option is fully vested.

/s/ Kathleen A. McGowan, Attorney-in-Fact — 10/23/2026

** 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 Number.