SEC Form 4

# FORM 4

## 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

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
| Estimated average burden | |
| hours per response: | 0.5 |

☐ 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*
Yarema Kristin

(Last) (First) (Middle)
C/O IMAGENEBIO, INC.
12526 HIGH BLUFF DRIVE, SUITE 345

(Street)
SAN DIEGO CA 92130

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ImageneBio, Inc. [ IMA ]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ 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 | 07/25/2026 | | M | | 38,376 | A | $0 | 123,776 | D | |
| Common Stock | 07/25/2026 | | J(1) | | 115,129(1) | A | $0 | 238,905(1) | 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 | | | | |
| Restricted Stock Units | (2) | 07/25/2026 | | M | | | 38,376 | (3) | (3) | Common Stock | 38,376 | $0 | 115,129 | D | |
| Restricted Stock Units | (2) | 07/25/2026 | | J(1) | | | 115,129 | (3) | (3) | Common Stock | 115,129 | $0 | 0 | D | |

**Explanation of Responses:**

1. On July 28, 2025, the Reporting Person was granted restricted stock units ("RSUs"), which RSUs were previously reported in Table II. Effective with this filing, the Reporting Person has elected to report grants of RSUs that are settleable solely in shares of the Issuer's common stock in Table I as acquisitions of common stock, rather than in Table II as derivative securities. Previously reported unvested RSUs that had been reported in Table II are included in the amount of securities beneficially owned shown in Column 5 of Table I. The 115,129 unvested RSUs carried over from prior Table II reporting represent grant awarded on July 28, 2025 that vests on the schedule described in footnote 3. As reported in Column 9 of Table II, there are no remaining RSUs that settle in common stock.

2. Each RSU represents a contingent right to receive one share of the Issuer's common stock.

3. The RSUs vest over four years, with 25% of the shares subject to RSUs vesting on the one-year anniversary of the vesting commencement date and the remaining 75% of the shares vesting in equal quarterly installments over the following 12 quarterly dates.

/s/ Kristin Yarema 07/28/2026
** 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.**