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

☐ 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.

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)
Schneiderman Jeremy	XTI Aerospace, Inc. [XTIA]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle) 511 EAST JOHN W. CARPENTER FREEWAY SUITE 500	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2026	Chief Executive Officer
(Street) LAS COLINAS TX 75062	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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, par value $0.001	11/18/2026		C		6,002,610[1]	A	$0[1]	6,002,610	I	By The Origin Group DN, Inc.[2]
Common Stock, par value $0.001	11/18/2026		C		521,966[1]	A	$0[1]	521,966	I	By The Origin Group AZ, Inc.[5]

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				
Class B Units of XTI Drones Holdings, LLC	(3)	11/18/2026		C			6,002,610	(4)	(4)	Common Stock	6,002,610	$0	0	I	By The Origin Group DN, Inc.[2]
Class B Units of XTI Drones Holdings, LLC	(3)	11/18/2026		C			521,966	(4)	(4)	Common Stock	521,966	$0	0	I	By The Origin Group AZ, Inc.[5]

Explanation of Responses:

1. On November 18, 2026, each of Origin DN and Origin AZ (each as defined below) exchanged all of the Class B Units of XTI Drones Holdings, LLC, a subsidiary of the Issuer (the "Class B Units"), held by it for shares of common stock of the Issuer on a one-for-one basis pursuant to Section 8.8 of the Amended and Restated Company Agreement, dated as of November 10, 2025, of XTI Drones Holdings, LLC. Following the exchange, neither Origin DN nor Origin AZ holds any Class B Units. The exchange was exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.

2. Held directly by The Origin Group DN, Inc. ("Origin DN"), which exchanged all 6,002,610 Class B Units it held for 6,002,610 shares of common stock. The Reporting Person is CEO, a director and an approximately 40% equity holder of Origin DN. Voting and investment decisions require approval of a majority of Origin DN's three-member board. The Reporting Person disclaims beneficial ownership of the securities held by Origin DN, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

3. Each Class B Unit was exchangeable for one share of common stock for no additional consideration (subject to adjustment) under Section 8.8 of the XTI Drones Holdings, LLC Amended and Restated Company Agreement, subject to the conditions set forth therein, which were satisfied as of the exchange on November 18, 2026.

4. The Class B Units reported in this Table II were exchanged on November 18, 2026, as described in footnotes (1) and (3). The Class B Units have no expiration date.

5. Held directly by The Origin Group AZ, Inc. ("Origin AZ"), which exchanged all 521,966 Class B Units it held for 521,966 shares of common stock. The Reporting Person is CEO, a director and an approximately 40% equity holder of Origin AZ. Voting and investment decisions require approval of a majority of Origin AZ's three-member board. The Reporting Person disclaims beneficial ownership of the securities held by Origin AZ, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

This Form 4 is filed voluntarily. The Reporting Person disclaims beneficial ownership of the reported securities as set forth in footnotes (2) and (5).

/s/ Jeremy Schneiderman 11/20/2026

** 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.