SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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*

Palumbo Robert

(Last) (First) (Middle)

C/O ACCEL-KKR

2180 SAND HILL ROAD, SUITE 300

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Paymentus Holdings, Inc. [ PAY ]

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

05/27/2026

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)

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 | | | |
| Class A Common Stock | 05/27/2026 | | J[1] | | 155,574 | D | $0.00[1] | 0 | I | See footnote.[1] |
| Class A Common Stock | | | | | | | | 2,245,886 | I | Accel-KKR Capital Partners CV III, LP[2][3][4] |
| Class A Common Stock | | | | | | | | 94,546 | I | Accel-KKR Growth Capital Partners III, LP[2][3][4] |
| Class A Common Stock | | | | | | | | 3,168 | I | Accel-KKR Growth Capital Partners II Strategic Fund, LP[2][3][4] |
| Class A Common Stock | | | | | | | | 37,350 | I | Accel-KKR Growth Capital Partners II, LP[2][3][4] |
| Class A Common Stock | | | | | | | | 7,312[5] | I | AKKR SC GPI HoldCo LP[2][3][4] |
| Class A Common Stock | | | | | | | | 64,308[5] | I | See footnote.[6] |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(e.g., puts, calls, warrants, options, convertible securities)**

## 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. In-kind pro rata distribution by AKKR Fund II Management Company, LP, to its partners, without consideration. Such shares were previously reported as directly held by Accel-KKR Capital Partners CV III, LP and were transferred to AKKR Fund II Management Company, LP on August 20, 2025 for no consideration.

2. Accel-KKR Holdings GP, LLC , or Topco GP (for which decision making is controlled by Mr. Palumbo and Mr. Barnds), has voting and investment power over the shares of Common Stock of the Issuer owned by (i) Accel-KKR Capital Partners CV III, LP, or CV III; (ii) Accel-KKR Growth Capital Partners III, LP, or GC III; (iii) Accel-KKR Growth Capital Partners II Strategic Fund, LP, or GC II Strategic; (iv) Accel-KKR Growth Capital Partners II, LP, or GC II; (v) (v) Accel-KKR Members Fund, LLC, or Members Fund; (vi) AKKR Strategic Capital LP, or SC; and (vii) AKKR SC GPI HoldCo LP, or SC GPI.

3. (Continued from footnote 3) AKKR Fund III Management Company CV, LP, or CV III GP, is the sole general partner of CV III. AKKR Growth Capital Management Company III, LP, or GC III GP, is the sole general partner of GC III. AKKR Growth Capital Management Company II, LP, or GC II GP, is the sole general partner of GC II Strategic and GC II. AKKR Strategic Capital GP, or SC GP, is the sole general partner of SC. AKKR Management Company, LLC, or UGP, is the sole managing member of Members Fund and the sole general partner of CV III GP, GC III GP, GC II GP, SC GP and SC GPI. Topco GP, is the sole managing member of UGP. AKKR Fund II Management Company, LP, or the Management Company, is the sole management company of each of the Accel-KKR Funds, and UGP is the general partner of the Management Company. Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary interest therein.

4. (Continued from footnote 3) Mr. Palumbo and Mr. Barnds have separately filed Form 4s reporting their interests.

5. Represents shares received in the distribution described in footnote 1.

6. Shares held by the Palumbo 2026 Annuity Trust.

| | |
|---|---|
| /s/ Robert Palumbo, /s/ Thomas C. Barnds, as attorney-in-fact | 05/29/2026 |
| ** 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.

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