SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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☐ 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.

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*
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]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2026

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	08/17/2026		J(2)		37,350	D	$0(2)	0	I	Accel-KKR Growth Capital Partners II, LP(3)(4)(5)
Class A Common Stock	08/17/2026		J(2)		3,168	D	$0(2)	0	I	Accel-KKR Growth Capital Partners II Strategic Fund, LP(3)(4)(5)
Class A Common Stock								2,245,886	I	Accel-KKR Capital Partners CV III, LP(3)(4)(5)
Class A Common Stock								94,546	I	Accel-KKR Growth Capital Partners III, LP(3)(4)(5)
Class A Common Stock								7,312	I	AKKR SC GPI HoldCo LP(3)(4)(5)
Class A Common Stock								950(7)	I	AKKR Strategic Capital LP(3)(4)(5)
Class A Common Stock								66,247(8)	I	See footnote.(6)

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

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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 Common Stock	(1)	08/17/2026		J(2)			7,909,574	(1)	(1)	Class A Common Stock	7,909,574	$0(2)	9,882,743	I	Accel-KKR Capital Partners CV III, LP(3)(4)
Class B Common Stock	(1)	08/17/2026		J(2)			395,930	(1)	(1)	Class A Common Stock	395,930	$0(2)	607,124	I	Accel-KKR Members Fund, LLC(3)(4)
Class B Common Stock	(1)	08/17/2026		J(2)			332,973	(1)	(1)	Class A Common Stock	332,973	$0(2)	416,038	I	Accel-KKR Growth Capital Partners III, LP(3)(4)
Class B Common Stock	(1)	08/17/2026		J(2)			25,100	(1)	(1)	Class A Common Stock	25,100	$0(2)	0	I	Accel-KKR Growth Capital Partners II Strategic Fund, LP(3)(4)
Class B Common Stock	(1)	08/17/2026		J(2)			295,905	(1)	(1)	Class A Common Stock	295,905	$0(2)	0	I	Accel-KKR Growth Capital Partners II, LP(3)(4)
Class B Common Stock	(1)	08/17/2026		J(2)			3,000,000	(1)	(1)	Class A Common Stock	3,000,000	$0(2)	1,206,671(5)	I	AKKR Strategic Capital LP(3)(4)
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	880,489		880,489	I	AKKR SC GPI HoldCo LP(3)(4)
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	7,181,629		7,181,629	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1,593,716		1,593,716	I	See footnote(6)

Explanation of Responses:

1. Class B Common Stock is convertible at any time, at the holder's election and automatically in connection with certain transfers and upon certain other events, into an equal number of shares of Class A Common Stock and has no expiration date.

2. In-kind pro rata distribution from the Reporting Person to its partners, without consideration.

3. 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) 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. 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 II

4. (Continued from footnote 3) 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. Each of the foregoing entities and Mr. Barnds have separately filed Form 4s reporting their interests.

5. Includes 538,415 shares received from certain of the other reporting persons in the distribution described in footnote 2. Such shares were previously reported as indirectly owned through the entities effecting such distributions.

6. Shares held by the Palumbo 2026 Annuity Trust.

7. Represents shares received in the distribution described in footnote 2.

8. Includes 1,939 shares received from certain of the other reporting persons in the distribution described in footnote 2. Such shares were previously reported as indirectly owned through the entities effecting such distributions.

/s/ Robert Palumbo, /s/ Thomas C. Barnds, as attorney-in-fact	08/19/2026
** Signature of Reporting Person	Date