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	
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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.

1. Name and Address of Reporting Person*
Atay Oguzhan

(Last) (First) (Middle)
C/O BILLIONTOONE, INC.
1035 O'BRIEN DRIVE

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BillionToOne, Inc. [BLLN]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2026

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)
Chairman and CEO

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	08/03/2026		M[1]		20,000	A	$2.8	20,000	D	
Class A Common Stock	08/03/2026		M[1]		6,250	A	$2.8	26,250	D	
Class A Common Stock	08/03/2026		M[1]		6,250	A	$2.8	32,500	D	
Class A Common Stock	08/03/2026		S[1]		269	D	$133.0074[2]	32,231	D	
Class A Common Stock	08/03/2026		S[1]		555	D	$133.8083[3]	31,676	D	
Class A Common Stock	08/03/2026		S[1]		135	D	$135.4241[4]	31,541	D	
Class A Common Stock	08/03/2026		S[1]		6,354	D	$136.4246[5]	25,187	D	
Class A Common Stock	08/03/2026		S[1]		9,989	D	$137.2456[6]	15,198	D	
Class A Common Stock	08/03/2026		S[1]		2,431	D	$138.0892[7]	12,767	D	
Class A Common Stock	08/03/2026		S[1]		267	D	$139.2052[8]	12,500	D	
Class A Common Stock	08/03/2026		S[1]		84	D	$133.0045[2]	12,416	D	
Class A Common Stock	08/03/2026		S[1]		173	D	$133.8076[3]	12,243	D	
Class A Common Stock	08/03/2026		S[1]		44	D	$135.4122[4]	12,199	D	
Class A Common Stock	08/03/2026		S[1]		1,981	D	$136.4246[5]	10,218	D	
Class A Common Stock	08/03/2026		S[1]		3,124	D	$137.2453[6]	7,094	D	
Class A Common Stock	08/03/2026		S[1]		762	D	$138.0897[7]	6,332	D	
Class A Common Stock	08/03/2026		S[1]		82	D	$139.209[8]	6,250	D	
Class A Common Stock	08/03/2026		S[1]		84	D	$133.0096[2]	6,166	D	
Class A Common Stock	08/03/2026		S[1]		173	D	$133.8076[3]	5,993	D	
Class A Common Stock	08/03/2026		S[1]		43	D	$135.4088[4]	5,950	D	
Class A Common Stock	08/03/2026		S[1]		1,983	D	$136.424[5]	3,967	D	
Class A Common Stock	08/03/2026		S[1]		3,125	D	$137.2457[6]	842	D	
Class A Common Stock	08/03/2026		S[1]		760	D	$138.0901[7]	82	D	
Class A Common Stock	08/03/2026		S[1]		82	D	$139.2042[8]	0	D	
Class A Common Stock	08/03/2026		S[1]		6,250	D	$137.37	168,750	I	By spouse[9]
Class A Common Stock	08/03/2026		S[1]		6,250	D	$137.37	162,500	I	By spouse[9]

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)	$2.8	08/03/2026		M			20,000	(10)	06/07/2031	Class A Common Stock	20,000	$2.8	555,000	D	
Stock Option (right to buy)	$2.8	08/03/2026		M			6,250	(10)	06/07/2031	Class A Common Stock	6,250	$2.8	548,750	D	
Stock Option (right to buy)	$2.8	08/03/2026		M			6,250	(10)	06/07/2031	Class A Common Stock	6,250	$2.8	542,500	D	

Explanation of Responses:

1. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2026.
2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $132.500 to $133.470 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $133.510 to $133.9525 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $134.6675 to $135.650 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $135.745 to $136.740 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $136.750 to $137.740 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $137.750 to $138.740 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $138.890 to $139.500 per share, inclusive. The holder undertakes to provide, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
9. Represents shares held by the Reporting Person's spouse.
10. The options are fully vested and exercisable.

Remarks:

/s/ Thomas P. Lynch, Attorney-in-Fact	08/05/2026
** Signature of Reporting Person	Date