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*
Armstrong Mac

(Last) (First) (Middle)
7979 IVANHOE AVENUE, SUITE 500

(Street)
LA JOLLA CA 92037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Palomar Holdings, Inc. [PLMR]

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2026

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)
CEO and Chairman

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								102,059(1)	D	
Common Stock								329,388	I	By Armstrong Family Trust
Common Stock (RSUs)	07/15/2026		M		6,250	A	$0.00	108,309(1)	D	
Common Stock (RSUs)	07/15/2026		S(2)		3,197	D	$131.66	105,112(1)	D	
Common Stock (PSUs)	07/15/2026(3)		M		112,500(4)	A	$0.00	217,612(1)	D	
Common Stock (PSUs)	07/15/2026		S(5)		57,544	D	$131.66	160,068(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 (RSUs)	$0.00	07/15/2026		M			6,250	(6)	(6)	Common Stock	6,250	$0.00	0	D	
Performance Share Units (PSUs)	$0.00	07/15/2026		M			112,500	(7)	(7)	Common Stock	112,500	$0.00	0(7)	D	

Explanation of Responses:

1. Includes 2,754 shares purchased pursuant to the Palomar Holdings, Inc. 2019 Employee Stock Purchase Plan (ESPP).

2. Represents shares automatically sold by the Company on behalf of the Reporting Person pursuant to a mandatory sell-to-cover provision in the RSU award agreement required to cover minimum statutory tax withholding obligations that became due upon the RSU vesting event.

3. Represents the vesting date of previously granted performance stock unit ("PSU") awards, which vested based on the applicable per-share market price thresholds having been achieved and the grantee completing the required service period through such date.

4. Represents the number of shares determined to have been earned and vested from a previously granted PSU award. The PSU award was granted on 7/15/2021 and the number of shares that vested was based on achievement of the applicable per-share market price thresholds and the grantee completing the required service period through 7/15/2026.

5. Represents shares automatically sold by the Company on behalf of the Reporting Person pursuant to a mandatory sell-to-cover provision in the PSU award agreement required to cover minimum statutory tax withholding obligations that became due upon the PSU vesting event.

6. The original RSU grant was for 125,000 shares on 7/15/2021. Subject to the Reporting Person's continuing service with the Company, the RSUs shall vest as follows: 25,000 shares shall vest on the first year anniversary of the Grant Date/Vesting Base Date; 25,000 shares shall vest on the second year anniversary of the Grant Date/Vesting Base Date; 25,000 shares shall vest on the third year anniversary of the Grant Date/Vesting Base Date; after the third anniversary of the Grant Date/Vesting Base Date, 6,250 shares shall vest on a quarterly basis thereafter, until fully vested.

7. The original PSU grant was for 225,000 shares on 7/15/2021, vesting in eight equal installments, of which four installments (112,500 shares) vested as reported in this Form 4 and the remaining four installments (112,500 shares) were forfeited as described below. Subject to the Reporting Person's continuing service with the Company as an Employee and/or Director of the Issuer and the achievement of the applicable per-share market price threshold for each individual installment, the PSUs shall vest on July 15, 2026. If the applicable market price thresholds have not been achieved by July 15, 2026 or such earlier date that the Reporting Person ceases to be an Employee before December 31, 2025 or ceases to be either an Employee or a Director (or both) before the fifth anniversary of the Grant Date/Vesting Start Date, all unvested PSUs will be forfeited.

Remarks:

/s/ Angela Grant, Attorney-in-Fact 07/17/2026

** 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.