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

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*

Lipton Jeffrey Herschel

(Last) (First) (Middle)

5470 KIETZKE LANE

SUITE 300

(Street)

RENO NV 89511

(City) (State) (Zip)

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

Eagle Nuclear Energy Corp. [NUCL]

Foreign Trading Symbol

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

10/08/2026

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			
Common Stock, par value $0.0001 per share	10/08/2026		A		237,500(1)	A	$0	275,000(2)	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				
Stock Option (right to buy)	$6.05	10/08/2026		A		12,500		(3)	(3)	Common Stock, par value $0.0001 per share	12,500	$0	12,500	D	

Explanation of Responses:

1. The securities reported in Column 4 of Table I are restricted stock units ("RSU"). Each RSU represents a contingent right to receive one share of common stock, par value $0.0001 per share, of Eagle Nuclear Energy Corp. (the "Issuer"), subject to the vesting schedule and other conditions set forth in the applicable RSU award and Issuer's 2025 Equity Incentive Plan. One-half of the RSUs vested on the date of grant and the remaining one-half will vest on the first anniversary of the date of grant, subject to the reporting person's continued service with the Issuer.

2. Certain of the securities reported in Column 5 are RSUs, each representing a contingent right to receive one share of Common Stock, subject to the terms and conditions of the applicable RSU award agreement, including the vesting schedule set forth therein, and the Issuer's 2025 Equity Incentive Plan.

3. The stock options vest as follows: one-half vested on the date of grant and the remaining one-half will vest on December 31, 2027, subject to the reporting person's continued service with the Issuer and the terms and conditions of the applicable option award agreement and the Issuer's 2025 Equity Incentive Plan.

/s/ Nelson Mullins Riley & Scarborough LLP, Attorney-in-Fact 10/13/2026

** 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.