

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* <u>Gad Thomas</u> (Last) (First) (Middle) <u>C/O Y-MABS THERAPEUTICS, INC.</u> <u>202 CARNEGIE CENTER, SUITE 301</u> (Street) <u>PRINCETON NJ 08540</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Y-mAbs Therapeutics, Inc. [YMAB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/16/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF BUSINESS OFFICER</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
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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 | 09/16/2025 ⁽¹⁾ | | U | | 245,486 | D | \$8.6 ⁽²⁾ | 0 | D | |
| Common Stock | 09/16/2025 ⁽¹⁾ | | D | | 60,235 ⁽³⁾ | D | (4) | 0 | D | |
| Common Stock | 09/16/2025 ⁽¹⁾ | | U | | 67,681 | D | \$8.6 ⁽²⁾ | 0 | I | By GAD Enterprises LLC ⁽⁵⁾ |
| Common Stock | 09/16/2025 ⁽¹⁾ | | U | | 60,000 | D | \$8.6 ⁽²⁾ | 0 | I | By Children ⁽⁶⁾ |

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 | | | | |
| Employee Stock Option (right to buy) | \$4.38 | 09/16/2025 ⁽¹⁾ | | D | | | 143,169 | (7) | 10/21/2026 | Common Stock | 143,169 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$8.5 | 09/16/2025 ⁽¹⁾ | | D | | | 16,000 | (7) | 12/14/2026 | Common Stock | 16,000 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$11.16 | 09/16/2025 ⁽¹⁾ | | D | | | 100,000 | (7) | 04/24/2028 | Common Stock | 100,000 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$21.97 | 09/16/2025 ⁽¹⁾ | | D | | | 107,500 | (7) | 12/11/2028 | Common Stock | 107,500 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$30.34 | 09/16/2025 ⁽¹⁾ | | D | | | 130,000 | (7) | 01/07/2030 | Common Stock | 130,000 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$53.88 | 09/16/2025 ⁽¹⁾ | | D | | | 91,450 | (7) | 12/15/2030 | Common Stock | 91,450 | (7) | 0 | 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 | | | | |
| Employee Stock Option (right to buy) | \$15.73 | 09/16/2025 ⁽¹⁾ | | D | | | 110,000 | (7) | 12/14/2031 | Common Stock | 110,000 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$9.52 | 09/16/2025 ⁽¹⁾ | | D | | | 60,000 | (7) | 05/18/2032 | Common Stock | 60,000 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$4.7 | 09/16/2025 ⁽¹⁾ | | D | | | 242,200 | (7) | 01/17/2033 | Common Stock | 242,200 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$5.75 | 09/16/2025 ⁽¹⁾ | | D | | | 75,000 | (7) | 11/06/2033 | Common Stock | 75,000 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$9.83 | 09/16/2025 ⁽¹⁾ | | D | | | 132,500 | (7) | 01/18/2034 | Common Stock | 132,500 | (7) | 0 | D | |
| Employee Stock Option (right to buy) | \$6.16 | 09/16/2025 ⁽¹⁾ | | D | | | 64,000 | (7) | 01/17/2035 | Common Stock | 64,000 | (7) | 0 | D | |
| Restricted Stock Units ⁽⁸⁾ | (9) | 09/16/2025 ⁽¹⁾ | | D | | | 16,000 | (9) | (9) | Common Stock | 16,000 | (9) | 0 | D | |
| Restricted Stock Units ⁽⁸⁾ | (9) | 09/16/2025 ⁽¹⁾ | | D | | | 16,000 | (9) | (9) | Common Stock | 16,000 | (9) | 0 | D | |

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 4, 2025, by and among Y-mAbs Therapeutics, Inc. (the "Issuer"), Yosemite Merger Sub, Inc. ("Purchaser"), Perseus BidCo US, Inc., a Delaware corporation ("Parent"), and Stark International Lux, a Luxembourg private limited liability company ("Ultimate Parent"), on September 16, 2025, Purchaser completed a tender offer for shares of common stock of the Issuer (each, a "Share") and thereafter merged with and into the Issuer, with the Issuer continuing as the surviving corporation and an indirect wholly owned subsidiary of Parent (the "Merger").
2. Pursuant to the terms of the Merger Agreement, the Shares were tendered at the Offer Acceptance Time (as defined in the Merger Agreement) in exchange for the right to receive \$8.60 per Share, in cash, without interest, subject to any applicable withholding of taxes (the "Merger Consideration"). At the effective time of the Merger (being such date and at such time as the certificate of merger in respect of the Merger was duly filed with the Secretary of State of the State of Delaware in accordance with the DGCL) (the "Effective Time"), each issued and outstanding Share was cancelled in exchange for the Merger Consideration.
3. Represents restricted stock units ("RSUs") granted to the Reporting Person pursuant to the Issuer's 2018 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of Common Stock on the vesting dates of the RSU.
4. At the Effective Time, pursuant to the Merger Agreement, each RSU award outstanding as of immediately prior to the Effective Time, whether vested or unvested, was cancelled and converted into the right to receive an amount in cash, without interest, equal to the product of (a) the total number of Shares issuable in settlement of such RSU award immediately prior to the Effective Time, multiplied by (b) the Merger Consideration.
5. Reporting Person is sole member of GAD Enterprises, LLC and the sole member and manager of GAD Management, LLC, the manager of GAD Enterprises, LLC, and as such Reporting Person has sole voting and dispositive power with respect to such shares.
6. Represents shares owned by Reporting Person's children who are deemed to share Reporting Person's household.
7. At the Effective Time, pursuant to the Merger Agreement, each stock option ("Option") outstanding as of immediately prior to the Effective Time, whether vested or unvested, was cancelled and converted into the right to receive cash, without interest, equal to the product of (a) the total number of Shares subject to such Option immediately prior to the Effective Time, multiplied by (b) the excess of the Merger Consideration over the exercise price payable per Share under such Option. Any Options with an exercise price equal to or in excess of the Merger Consideration were cancelled for no consideration.
8. Performance-Based RSUs ("PRSUs") granted to the Reporting Person pursuant to the 2018 Equity Incentive Plan of Y-mAbs Therapeutics, Inc. Each PRSU represents a contingent right to receive one share of Common Stock on the vesting dates of the PRSU.
9. At the Effective Time, pursuant to the Merger Agreement, each PRSU award outstanding as of immediately prior to the Effective Time, whether vested or unvested, was cancelled and converted into the right to receive an amount in cash, without interest, equal to the product of (a) the maximum number of Shares issuable in settlement of such PRSU award immediately prior to the Effective Time, multiplied by (b) the Merger Consideration.

Remarks:

The foregoing descriptions in the footnotes to this Form 4 are qualified in their entirety by reference to the terms of the Merger Agreement. In the event of any conflict between the descriptions above and the terms set forth in the Merger Agreement, the terms set forth in the Merger Agreement shall control.

/s/ John LaRocca, Attorney-in-Fact

09/18/2025

** 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.