SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 [*] Dubois Henry Edward			2. Issuer Name and Ticker or Trading Symbol BlackSky Technology Inc. [BKSY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) C/O BLACKSKY TECHNOLOGY INC.,			3. Date of Earliest Transaction (Month/Day/Year) 09/10/2022	x	Officer (give title below) Chief Financi	Other (specify below)				
13241 WOODL (Street) HERNDON (City)	VA (State)	20171 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	 Individual or Joint/Group Filing (Check Applicable L X Form filed by One Reporting Person Form filed by More than One Reporting Person 					
Table L. Non-Derivative Securities Acquired Disposed of or Beneficially Owned										

ble I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Execution Date, if any (Month/Day/Year) 8)			Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock ⁽¹⁾	09/10/2022		Α		406,976	Α	\$ <mark>0</mark>	922,555	D	
Class A Common Stock	09/12/2022		F		1,286(2)	D	\$2.15	921,269(3)	D	
Class A Common Stock	09/12/2022		F		24,757(2)	D	\$2.15	896,512 ⁽³⁾	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)		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	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		Transaction(s) (Instr. 4)		
Options (Right To Buy)	\$2.15	09/10/2022		A		813,952		(4)	09/10/2032	Class A Common Stock	813,952	\$ 0	813,952	D	

Explanation of Responses:

1. These securities are RSUs. Each RSU represents a contingent right to receive one share of Class A Common Stock. The restricted stock units are granted pursuant to the BlackSky Technology Inc. 2021 Equity Incentive Plan. The number of restricted stock units was calculated based on the closing price of a share of BlackSky Technology Inc.'s Class A Common Stock on the New York Stock Exchange on September 9, 2022. The restricted stock units will vest as follows: one-fourth (1/4th) of the RSUs will vest on September 10, 2023, and thereafter, one sixteenth (1/16th) of the total number of RSUs will be scheduled to vest quarterly on the 10th day of the third month of each quarter (March 10, June 10, September 10), in each case subject to the Reporting Person continuing to be a service provider through the applicable vesting date.

2. Represents shares that have been withheld by the Issuer to satisfy tax withhelding and remittance obligations in connection with the net settlement of vested restricted stock units (RSUs) and not a market transaction.

3. Certain of these securities are RSUs. Each RSU represents a contingent right to receive one share of Class A Common Stock, subject to the applicable vesting schedule and conditions of each RSU.

4. Each Option represents a right to purchase the underlying securities of the Issuer reported in Table II. The options are granted pursuant to the BlackSky Technology Inc. 2021 Equity Incentive Plan. The number of options and exercise price for the options was calculated based on the closing price of a share of BlackSky Technology Inc.'s Class A Common Stock on the New York Stock Exchange on September 9, 2022. The shares subject to the Option will vest as follows: one fourth (1/4th) of the award will vest on the September 10, 2023 and thereafter, one forty-eighth (1/48th) of the award will be scheduled to vest monthly on the 10th day of each month, subject to the Reporting Person continuing to be a service provider through the applicable vesting date.

Remarks:

/s/ Christiana L. Lin, attorney-in-09/13/2022 fact on behalf of Henry Dubois ** 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.

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