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*
Barton Shane
(Last) (First) (Middle)
C/O BIOAGE LABS, INC.
5885 HOLLIS STREET, SUITE 370
(Street)
EMERYVILLE CA 94608
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BioAge Labs, Inc. [BIOA]

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2026

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)
Principal Accounting Officer

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	06/29/2026		M[(1)]		9,301	A	$10.85	11,933	D	
Common Stock	06/29/2026		M[(1)]		7,261	A	$8.39	19,194	D	
Common Stock	06/29/2026		M[(1)]		8,958	A	$4.3	28,152	D	
Common Stock	06/29/2026		M[(1)]		14,198	A	$4.38	42,350	D	
Common Stock	06/29/2026		S[(1)]		42,350	D	$25.2084[(2)]	0	D	
Common Stock	06/30/2026		M[(1)]		4,290	A	$10.85	4,290	D	
Common Stock	06/30/2026		M[(1)]		4,000	A	$8.39	8,290	D	
Common Stock	06/30/2026		M[(1)]		4,065	A	$4.3	12,355	D	
Common Stock	06/30/2026		M[(1)]		7,861	A	$4.38	20,216	D	
Common Stock	06/30/2026		S[(1)]		20,216	D	$25.1868[(3)]	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				
Stock Option (Right to Buy)	$10.85	06/29/2026		M[(1)]			9,301	(4)	09/26/2033	Common Stock	9,301	$0	17,589	D	
Stock Option (Right to Buy)	$8.39	06/29/2026		M[(1)]			7,261	(5)	04/16/2034	Common Stock	7,261	$0	21,016	D	
Stock Option (Right to Buy)	$4.3	06/29/2026		M[(1)]			8,958	(6)	12/17/2034	Common Stock	8,958	$0	31,042	D	
Stock Option (Right to Buy)	$4.38	06/29/2026		M[(1)]			14,198	(7)	02/17/2035	Common Stock	14,198	$0	75,802	D	
Stock Option (Right to Buy)	$10.85	06/30/2026		M[(1)]			4,290	(4)	09/26/2033	Common Stock	4,290	$0	13,299	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)	$8.39	06/30/2026		M[1]			4,000	[5]	04/16/2034	Common Stock	4,000	$0	17,016	D	
Stock Option (Right to Buy)	$4.3	06/30/2026		M[1]			4,065	[6]	12/17/2034	Common Stock	4,065	$0	26,977	D	
Stock Option (Right to Buy)	$4.38	06/30/2026		M[1]			7,861	[7]	02/17/2035	Common Stock	7,861	$0	67,941	D	

Explanation of Responses:

1. The transactions reported on this Form 4 were executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2025.
2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.00 to $25.79 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote and in footnote 3 of this Form 4.
3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.00 to $25.42 per share, inclusive.
4. The option vested as to 1/4th of the total award on September 25, 2024, and thereafter vested or vests as to 1/48th of the total award on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.
5. The option vested as to 1/4th of the total award on October 17, 2024, and thereafter vested or vests as to 1/48th of the total award on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.
6. The option vested as to 1/4th of the total award on October 26, 2024, and thereafter vested or vests as to 1/48th of the total award on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.
7. The option vested or vests as to 1/48th of the total award monthly, with the first tranche vesting on February 1, 2025, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.

/s/ Dov A. Goldstein as attorney-in-fact	07/01/2026
** 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.