

**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 <sup>†</sup> <u>Kapadia Sandip</u>  (Last) (First) (Middle) C/O HARMONY BIOSCIENCES HOLDINGS, INC. 630 W GERMANTOWN PIKE, SUITE 215  (Street) PLYMOUTH PA 19462  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Harmony Biosciences Holdings, Inc. [ HRMY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF FINANCIAL OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2026</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/24/2026		M		3,813	A	\$0	3,813	D	
Common Stock <sup>(1)</sup>	01/24/2026		F		2,239	D	\$36.82	1,574	D	
Common Stock	01/25/2026		M		4,725	A	\$0	4,725	D	
Common Stock <sup>(1)</sup>	01/25/2026		F		2,553	D	\$36.82	2,172	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
Stock Option	\$36.76	01/22/2026		A		42,600		(2)	01/22/2036	Common Stock	42,600	\$0	42,600	D	
Restricted Stock Units	(3)	01/22/2026		A		12,200		(3)	(3)	Common Stock	12,200	\$0	12,200	D	
Restricted Stock Units <sup>(4)</sup>	(4)	01/24/2026		M		3,813		(4)	(4)	Common Stock	3,813	\$0	7,625	D	
Restricted Stock Units <sup>(5)</sup>	(5)	01/25/2026		M		4,725		(5)	(5)	Common Stock	4,725	\$0	14,175	D	

**Explanation of Responses:**

- Shares withheld by the Issuer to satisfy required income tax withholdings pursuant to the vesting of restricted stock units on their scheduled vesting date.
- The stock option vests with respect to 25% of the underlying shares on January 22, 2027, with the remaining shares vesting ratably on a quarterly basis thereafter until the fourth anniversary of the grant date, subject to the Reporting Person's continued service through each applicable vesting date.
- The restricted stock units shall vest in four equal annual installments beginning on January 22, 2027, subject to the Reporting Person's continued service through each applicable vesting date. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock and has no expiration date.
- This award of restricted stock units was previously granted on January 24, 2024. The restricted stock units shall vest in four equal annual installments beginning on January 24, 2025, subject to the Reporting Person's continued service through each applicable vesting date. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock and has no expiration date.
- This award of restricted stock units was previously granted on January 25, 2025. The restricted stock units shall vest in four equal annual installments beginning on January 25, 2026, subject to the Reporting Person's continued service through each applicable vesting date. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock and has no expiration date.

/s/ Christian Ulrich, Attorney-in-Fact 01/26/2026

\*\* 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.

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