

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☐ 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

☐ 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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Walrath Michael</u>	<u>Yext, Inc. [ YEXT ]</u>	<input checked="" type="checkbox"/> Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
<u>61 NINTH AVENUE</u>	<u>06/20/2025</u>	<u>Chief Executive Officer</u>
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>NEW YORK NY 10011</u>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		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	06/20/2025		M		78,125	A	(1)	3,177,412 <sup>(2)</sup>	D	
Common Stock	06/20/2025		M		391,875	A	(1)	3,569,287	D	
Common Stock	06/20/2025		F <sup>(3)</sup>		230,654	D	\$8.08	3,338,633	D	
Common Stock								32,485	I	See footnote <sup>(4)</sup>
Common Stock								16,265	I	See footnote <sup>(5)</sup>
Common Stock								16,237	I	See footnote <sup>(6)</sup>

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				
Restricted Stock Unit	(1)	06/20/2025		M			78,125	(7)	(7)	Common Stock	78,125	\$0	546,875	D	
Performance-Based Restricted Stock Unit	(8)	06/20/2025		M			391,875	(9)	(9)	Common Stock	391,875	\$0	625,000	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Yext, Inc.'s (the "Company") common stock.
2. Includes 2,034,769 shares previously held by a limited liability company over which the Reporting Person has sole voting and dispositive control that were transferred into a brokerage account held directly by the Reporting Person on April 22, 2025.
3. Shares withheld to satisfy tax liability upon vesting of restricted stock units on June 20, 2025.
4. Securities are held by a trust the beneficiaries of which are the Reporting Person's children.
5. Securities are held by a trust of which the Reporting Person's spouse is the trustee and the beneficiaries of which are certain family members of the Reporting Person.
6. Securities are held by a trust, separate from the trust referenced in footnote 5, of which the Reporting Person's spouse is the trustee and the beneficiaries of which are certain family members of the Reporting Person.
7. One-eighth of shares subject to the award vested on June 20, 2025, and vests quarterly thereafter on each September 20, December 20, March 20 and June 20, subject to the Reporting Person's continued service on each such date, until the award is fully vested on March 20, 2027.
8. Each performance-based restricted stock unit, or PSU, represents a contingent right to receive one share of the Company's common stock.
9. A target number of 1,250,000 PSUs become eligible to vest based on the Company's total shareholder return ("Company TSR") during each of the following performance periods (each, a "Performance Period") relative to the total shareholder return of companies in the S&P Software and Services Select Index (the "Indexed Companies"): (i) December 19, 2023 to March 31, 2025; and (ii) December 19, 2023 to March 31, 2026. PSUs that become eligible to vest based on performance for a Performance Period vest on June 20 following the applicable Performance Period, subject to continued service to the Company through the vesting date. The total number of PSUs that will be eligible to vest range from 0% to 200% of the target number of PSUs. For the first Performance Period, 391,875 PSUs vested on June 20, 2025 based on performance of 62.70% of 625,000 target PSUs, and 233,125 PSUs were forfeited.

Remarks:

\*\* 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.**