

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* ZHANG NING (Last) (First) (Middle) 1301 PEARL DEVELOPMENT BLDG, 1 MINGZHU 1ST STREET, HENGLI TOWN, NANSHA DISTRICT (Street) GUANGZHOU F4 511458 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Pony AI Inc. [PONY]	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) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 06/25/2026	
	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			
Class A Ordinary Shares	06/25/2026		M		3,667	A	(1)	616,206	D	
Class A Ordinary Shares	06/25/2026		M		1,250	A	(1)	617,456	D	
Class A Ordinary Shares	06/25/2026		M		10,000	A	(1)	627,456	D	
Class A Ordinary Shares	06/25/2026		M		20,000	A	(1)	647,456	D	
Class A Ordinary Shares	06/26/2026		S ⁽²⁾		17,347	D	\$6.8596 ⁽²⁾	630,109	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
Restricted Stock Units	(3)	06/25/2026		M			3,667	(4)	(8)	Class A Ordinary Shares	3,667	\$0	0	D	
Restricted Stock Units	(3)	06/25/2026		M			1,250	(5)	(8)	Class A Ordinary Shares	1,250	\$0	4,167	D	
Restricted Stock Units	(3)	06/25/2026		M			10,000	(6)	(8)	Class A Ordinary Shares	10,000	\$0	56,667	D	
Restricted Stock Units	(3)	06/25/2026		M			20,000	(7)	(8)	Class A Ordinary Shares	20,000	\$0	186,668	D	

Explanation of Responses:

- Reflects restricted stock units (RSUs) that vested and settled into Class A ordinary shares.
- Represents the number of shares sold by the Reporting Person pursuant to a mandatory non-discretionary sell-to-cover arrangement for the purpose of satisfying income tax liabilities incurred upon vesting of previously reported restricted stock units.
- Each RSU represents the right to receive, upon vesting, one Class A ordinary share.
- This RSU award was granted on May 28, 2021. The vesting schedules are 20% of the total RSU granted shall vest on the first anniversary of April 1, 2021, and the remaining 80% of the total RSU granted are scheduled to vest equally with 5% at the 25th day of the last month of each quarter thereafter.
- This RSU award was granted on May 15, 2023. The vesting schedules are 25% of the total RSU granted shall vest on the first anniversary of April 1, 2023, and the remaining 75% of the total RSU granted are scheduled to vest equally with 6.25% at the 25th day of the last month of each quarter thereafter.
- This RSU award was granted on December 10, 2023. The vesting schedules are 25% of the total RSU granted shall vest on the first anniversary of November 1, 2023, and the remaining 75% of the total RSU granted are scheduled to vest equally with 6.25% at the 25th day of the last month of each quarter thereafter.
- This RSU award was granted on December 4, 2024. The vesting schedules are 25% of the total RSU granted shall vest on the first anniversary of October 31, 2024, and the remaining 75% of the total RSU granted are scheduled to vest equally with 6.25% at the 25th day of the last month of each quarter thereafter.
- This grant does not have an expiration date.

/s/ Ning Zhang

06/29/2026

** 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.