

**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* <u>Mo Luyi</u>  (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 <u>Pony AI Inc. [ PONY ]</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) <b>Vice President</b>
	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)	339,193	D	
Class A Ordinary Shares	06/25/2026		M		417	A	(1)	339,610	D	
Class A Ordinary Shares	06/25/2026		M		944	A	(1)	340,554	D	
Class A Ordinary Shares	06/25/2026		M		9,062	A	(1)	349,616	D	
Class A Ordinary Shares	06/25/2026		M		15,000	A	(1)	364,616	D	
Class A Ordinary Shares	06/26/2026		S <sup>(2)</sup>		14,460	D	\$6.8596 <sup>(2)</sup>	350,156	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		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	06/25/2026		M		3,667	(4)	(9)	Class A Ordinary Shares	3,667	\$0	0	D	
Restricted Stock Units	(3)	06/25/2026		M		417	(5)	(9)	Class A Ordinary Shares	417	\$0	0	D	
Restricted Stock Units	(3)	06/25/2026		M		944	(6)	(9)	Class A Ordinary Shares	944	\$0	3,146	D	
Restricted Stock Units	(3)	06/25/2026		M		9,062	(7)	(9)	Class A Ordinary Shares	9,062	\$0	51,355	D	
Restricted Stock Units	(3)	06/25/2026		M		15,000	(8)	(9)	Class A Ordinary Shares	15,000	\$0	140,002	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 June 2, 2022. The vesting schedules are 25% of the total RSU granted shall vest on the first anniversary of April 1, 2022, 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.

6. 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.

7. 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.

8. 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.

9. This grant does not have an expiration date.

/s/ Luyi Mo

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.**