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

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).

☐ 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*
MARTIN R BRAD
(Last) (First) (Middle)
8285 TOURNAMENT DR.
(Street)
MEMPHIS TN 38125
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FedEx Freight Holding Company, Inc. [FDXF]

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
X Director
10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	06/01/2026		A		20,419(1)	A	$0	20,419	D	
Common Stock	06/01/2026		A		19,220(1)	A	$0	19,220	I	By GRATs
Common Stock	06/01/2026		A		3,625(1)	A	$0	3,625	I	By R. Brad Martin Family Foundation
Common Stock	06/01/2026		A		1,050(1)	A	$0	1,050	I	By Wife
Common Stock	06/01/2026		A		375(1)	A	$0	375	I	By Child's Trust 1
Common Stock	06/01/2026		A		375(1)	A	$0	375	I	By Child's Trust 2
Common Stock	06/01/2026		A		375(1)	A	$0	375	I	By Child's Trust 3

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)	$93.5	06/01/2026		A(2)		6,502		(3)	09/21/2030	Common Stock	6,502	$0	6,502	D	
Stock Option (Right to Buy)	$90.6	06/01/2026		A(2)		7,155		(3)	09/27/2031	Common Stock	7,155	$0	7,155	D	
Stock Option (Right to Buy)	$58.4	06/01/2026		A(2)		11,867		(3)	09/26/2032	Common Stock	11,867	$0	11,867	D	
Stock Option (Right to Buy)	$94.36	06/01/2026		A(2)		47,044		(4)	09/29/2035	Common Stock	47,044	$0	47,044	D	

Explanation of Responses:

1. Represents equity awards originally granted by FedEx Corporation ("FedEx") that have been converted into equity awards of FedEx Freight Holding Company, Inc. (the "Issuer") in connection with the spin-off of the Issuer from FedEx.
2. Represents options to acquire FedEx common stock that have been converted into options to acquire the Issuer's common stock in connection with the spin-off of the Issuer from FedEx.

3. Fully vested and exercisable.

4. Vest ratably over four years from the original grant date of the FedEx stock option (i.e., ten years prior to the option's expiration date) and are first exercisable one year from the original grant date.

Remarks:

/s/ Edward J. Garitty, as Attorney-in-Fact	06/03/2026
** 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.