

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 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>Smith Samantha M</u>	3. Issuer Name and Ticker or Trading Symbol <u>FedEx Freight Holding Company, Inc.</u> [FDXF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☐ Officer (give title below) Other (specify below)
(Last) (First) (Middle) 8285 TOURNAMENT DR.	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2026	
(Street) MEMPHIS TN 38125	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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		83,791 ⁽¹⁾	A	\$0	83,791	D	
Common Stock	06/01/2026		A		39,705 ⁽¹⁾	A	\$0	39,705	I	by Family Trusts
Common Stock	06/01/2026		A		162,481 ⁽¹⁾	A	\$0	162,481	I	by Family Holding Company

**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)	\$115.13	06/01/2026		A ⁽²⁾		886		(3)	12/11/2030	Common Stock	886	\$0	886	D	
Stock Option (Right to Buy)	\$117.35	06/01/2026		A ⁽²⁾		878		(3)	06/14/2031	Common Stock	878	\$0	878	D	
Stock Option (Right to Buy)	\$90.4	06/01/2026		A ⁽²⁾		1,142		(4)	06/30/2032	Common Stock	1,142	\$0	1,142	D	
Stock Option (Right to Buy)	\$91.45	06/01/2026		A ⁽²⁾		979		(4)	06/22/2033	Common Stock	979	\$0	979	D	
Stock Option (Right to Buy)	\$116.36	06/01/2026		A ⁽²⁾		708		(4)	06/27/2034	Common Stock	708	\$0	708	D	
Stock Option (Right to Buy)	\$88.85	06/01/2026		A ⁽²⁾		1,016		(4)	06/26/2035	Common Stock	1,016	\$0	1,016	D	

Explanation of Responses:

1. Represents shares of common stock of FedEx Corporation ("FedEx") that have been converted into shares of common stock 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.

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.