FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

APPROVAL	

hours per response:

OMB Number:	3235-0287
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0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

affirmative defen 10b5-1(c). See li	se conditions of Rule nstruction 10.			
1. Name and Addre	ess of Reporting Pers	son*	2. Issuer Name and Ticker or Trading Symbol SOUNDTHINKING, INC. [ SSTI ]	Relationship of Reporting Person(s) to Issuer     (Check all applicable)      The Point Applicable (Check all applicable)      The Point Applicable (Check all applicable)      The Point Applicable (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2024	X Director 10% Owner Officer (give title Other (specify below) below)
	HINKING, INC. CENTER DRIVE,	SUITE 300	If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person      Form filed by Mary than One Reporting Person
(Street)				Form filed by More than One Reporting Person
FREMONT	CA	94538		
(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. Transac Code (In 8)		Disposed Of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned Following Reported Transaction(s)		Form: Direct (D)	Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)
Common Stock	06/11/2024		A		8,585(1)	A	\$0.00	21,174	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	3A. Deemed Execution Date, if any (Month/Day/Year)	´		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)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

#### **Explanation of Responses:**

1. Represents Restricted Stock Units ("RSUs"). All of the RSUs subject to this Award will vest upon the earlier of June 11, 2025 and the Company's next annual meeting of stockholders. In addition, all such RSUs will vest upon a Change in Control (as defined in the Plan) or immediately prior to the effectiveness of the Participant's resignation or removal (and contingent upon the effectiveness of a Change in Control) in the event that the Participant is required to resign his position as a member of the Board of Directors as a condition of the Change in Control or is removed from his position as a member of the Board of Directors in connection with the Change in Control. Notwithstanding the foregoing, vesting shall terminate upon the Participant's termination of Continuous Service.

Roberta S. Jacobson, by /s/ Alan

R. Stewart, Chief Financial

06/26/2024

**Officer** 

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.