SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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*

Novogratz Michael

(Last) (First) (Middle)

C/O GALAXY DIGITAL INC.

300 VESEY ST.

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Galaxy Digital Inc. [GLXY]

Foreign Trading Symbol

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

11/05/2026

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☑ Director ☑ 10% Owner

☑ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

☐ 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			
Class A Common Stock	11/05/2026		P		528,757	A	$12.694[1]	528,757	I	Held by Galaxy Group Funding ECI U LLC[2]
Class A Common Stock	11/05/2026		P		231,243	A	$13.632[3]	760,000	I	Held by Galaxy Group Funding ECI U LLC[2]
Class A Common Stock								440,338[4][5]	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	Amount or Number of Shares				

1. Name and Address of Reporting Person*

Novogratz Michael

(Last) (First) (Middle)

C/O GALAXY DIGITAL INC.

300 VESEY ST.

(Street)

NEW YORK NY 10282

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Galaxy Group Investments LLC

(Last)	(First)	(Middle)
107 GRAND ST.		
(Street)		
NEW YORK	NY	10013
(City)	(State)	(Zip)

Explanation of Responses:

1. The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $12.34 to $13.34 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

2. Galaxy Group Funding ECI U LLC is wholly-owned by Galaxy Group Investments LLC, which is controlled by the Reporting Person.

3. The reported price in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $13.371 to $13.870 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

4. Includes 327,065 shares of Class A Common Stock to be delivered in settlement of restricted share unit awards ("RSUs"), subject to continued service through the applicable vesting date.

5. Each RSU represents the right to receive one share of Class A common stock.

Remarks:

/s/ Frances Fuqua, Attorney-in-Fact for Michael Novogratz	11/05/2026
/s/ Frances Fuqua, Attorney-in-Fact for Galaxy Group Investments LLC	11/05/2026
** 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.