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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Khan Badar	EVgo Inc. [EVGO]	☑ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
C/O EVGO INC.	3. Date of Earliest Transaction (Month/Day/Year)	Chief Executive Officer
1661 EAST FRANKLIN AVENUE	11/13/2026	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
EL SEGUNDO CA 90245		☑ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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(1)	11/13/2026		M		234,742	A	$0	1,272,345	D	
Class A Common Stock	11/13/2026		F		113,498	D	$1.75(2)	1,158,847	D	
Class A Common Stock(1)	11/13/2026		M		78,248	A	$0	1,237,095	D	
Class A Common Stock	11/13/2026		F		37,833	D	$1.75(2)	1,199,262	D	
Class A Common Stock(1)	11/13/2026		M		27,269	A	$0	1,226,531	D	
Class A Common Stock	11/13/2026		F		13,185	D	$1.75(2)	1,213,346	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				
Restricted Stock Units	(1)	11/13/2026		M			234,742	(3)	(3)	Class A Common Stock	234,742	$0	0	D	
Performance Based Restricted Stock Units	(4)	11/13/2026		M			78,248	(4)	(4)	Class A Common Stock	78,248	$0	469,483	D	
Restricted Stock Units	(1)	11/13/2026		M			27,269	(3)	(3)	Class A Common Stock	27,269	$0	0	D	

Explanation of Responses:

1. Restricted stock units ("RSUs") awarded under the Issuer's 2021 Long Term Incentive Plan (the "Plan"). Each RSU represents the contingent right to receive, upon vesting of the RSU, one share of the Issuer's Class A common stock, $0.0001 par value ("Class A Common Stock").

2. On November 13, 2026, the Reporting Person's RSUs vested. The closing price of the Class A Common Stock on November 13, 2026 was the settlement price used to calculate the shares withheld.

3. The RSUs vest in three equal installments on each of the first three anniversaries of November 13, 2023, subject to the Reporting Person's continued employment through the applicable vesting date.

4. Performance-based restricted stock units ("PRSUs") awarded under the Plan. Each PRSU represents the contingent right to receive, upon vesting of the PRSU, one share of Class A Common Stock. The PRSUs generally vest in three equal installments on the first three anniversaries of November 13, 2023, provided that the applicable performance goal has been achieved by such date (and, if not, on the date the applicable performance goal is subsequently achieved) and the Reporting Person's continued employment through the applicable vesting date, and subject to the continuous service of the Reporting Person through the applicable vesting date. The applicable performance goal for each tranche of PRSUs will be satisfied if the Class A Common Stock achieves a specified per share price for such tranche calculated based on a 20-day volume weighted average price at any time prior to November 13, 2028.

Remarks:

/s/ Badar Khan, by Francine Sullivan, as attorney-in-fact — 11/17/2026

** 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.