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**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).

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 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>Stiefel Justin B</u> _____ (Last) (First) (Middle) <u>C/O IP STRATEGY HOLDINGS, INC.</u> <u>9668 BUJACICH ROAD</u> _____ (Street) <u>GIG HARBOR WA 98332</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IP STRATEGY HOLDINGS, INC. [ IPST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO &amp; Treasurer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/03/2026</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/02/2026		M		58,333	A	(1)	74,482(2)	D	
Common Stock	02/02/2026		F		17,296(3)	D	\$1.08(4)	57,186(2)	D	
Common Stock	02/02/2026		M		8,333	A	(1)	24,724(5)	I	By spouse(6)
Common Stock	02/02/2026		F		2,471(3)	D	\$1.08(4)	22,253(5)	I	By spouse(6)
Common Stock								165,480	I	By LLC(7)

**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					
Restricted Stock Units	(1)	02/02/2026		M		58,333		(8)	(8)	Common Stock	\$0	116,667	D	
Restricted Stock Units	(1)	02/02/2026		M		8,333		(8)	(8)	Common Stock	\$0	16,667	I	By Spouse(6)

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock.
- Includes 86 shares beneficially owned through American Estate and Trust, LC FBO Justin Stiefel IRA account
- The reporting person relinquished the shares of Common Stock reported herein and the issuer cancelled such shares and returned them to issuer's treasury in exchange for remitting certain tax withholding obligations of the reporting person resulting from the vesting of the RSUs. As such, no shares of the issuer were sold by the reporting person.
- Represents the per share closing price of the issuer's Common Stock on the applicable vesting date or, if there was no closing price on such date, the closing price on the trading date that was immediately prior to such vesting date.
- Includes 13 shares beneficially owned through American Estate and Trust, LC FBO Jennifer Stiefel IRA account
- These securities are held by Jennifer D.H. Stiefel, the spouse of the reporting person. For purposes of Section 16 of the Exchange Act, the reporting person disclaims beneficial ownership of any such securities, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- The reported securities are held by Constantine IHSV, LLC, of which the reporting person is the sole member and may be deemed to beneficially own the securities held by it.
- The RSUs vest over an eighteen (18) month period beginning September 1, 2025, with six (6) months of service-based vesting deemed satisfied as of February 2, 2026, and the remaining units vesting in equal installments every three months thereafter, subject to continued service.

**Remarks:**

This Form 4/A amends the Form 4 filed on February 3, 2026 solely to correct an omission in the reporting of certain securities that are beneficially owned by the reporting person's spouse. No other changes are being made.

/s/ Justin B. Stiefel

05/01/2026

\*\* 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.**