

**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* <u>Booth Rodderick Fredrick</u>  (Last) (First) (Middle) C/O BLACK ROCK COFFEE BAR, INC. 9170 E. BAHIA DRIVE, SUITE 101  (Street) SCOTTSDALE AZ 85260  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Black Rock Coffee Bar, Inc. [ BRCB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/11/2025 <sup>(1)</sup>		A		37,500	A	(2)	37,500	D		
Class B Common Stock	09/11/2025 <sup>(1)</sup>		A		242,300	A	(3)	242,300	D		
Class B Common Stock	09/15/2025		D		107,526	D	(4)	134,774	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
Stock Option	\$20	09/11/2025 <sup>(1)</sup>		A		76,219		(5)	09/10/2035	Class A Common Stock	76,219	\$0	76,219	D	
LLC Units	(6)	09/11/2025 <sup>(1)</sup>		A		242,300		(6)	(6)	Class A Common Stock	242,300	(3)	242,300	D	
LLC Units	(6)	09/15/2025		D		107,526		(6)	(6)	Class A Common Stock	107,526	\$20	134,774	D	

**Explanation of Responses:**

- This transaction occurred prior to the Issuer's registration of a class of equity securities under Section 12 of the Securities Exchange Act of 1934, as amended, in connection with the Issuer's initial public offering, and is reported herein pursuant to Rule 16a-2(a).
- Represents an award of restricted stock units ("RSUs"), each of which represents a contingent right to receive one share of Class A Common Stock. The RSUs vest in substantially equal annual installments on each of the first, second, third and fourth anniversaries of the closing of the Issuer's initial public offering.
- Represents an acquisition of LLC Units and a corresponding number of Class B Common Stock in exchange for former ownership interests of Black Rock Coffee Holdings, LLC pursuant to a recapitalization transaction.
- Reflects the cancellation for no consideration of Class B Common Stock in connection with the sale of LLC Units.
- The stock option vests in full on the third anniversary of the closing of the Issuer's initial public offering.
- The LLC Units may be redeemed by the Reporting Person at any time at the option of the holder for shares of Class A Common Stock on a 1-to-1 basis, and a corresponding number of shares of Class B Common Stock will be forfeited in connection with the redemption. The LLC Units have no expiration date.

/s/ Sam Seiberling, Attorney-in-Fact 09/15/2025

\*\* 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.