SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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☐ 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*
McAndrew Walter Thomas Jr.

(Last) (First) (Middle)
C/O EROCK, INC.
1113 VINE ST., SUITE 101

(Street)
HOUSTON TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ERock, Inc. [EROC]

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2026

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director
X 10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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, par value $0.01	06/11/2026		J[1]		50,550	A	[1]	50,550	D	
Class B common stock, par value $0.01[2]	06/11/2026		J[3]		372,093	D	[3]	5,996,469	D	
Class B common stock, par value $0.01[2]	06/11/2026		J[4]		93,023	D	[4]	16,540,099	I	By McAndrew Holdings, Ltd.[5]

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				
Class B Units	[6]	06/11/2026		S[3]			372,093	[6]	[6]	Class A common stock, par value $0.01	372,093	[3]	5,996,469	D	
Class B Units	[6]	06/11/2026		S[4]			93,023	[6]	[6]	Class A common stock, par value $0.01	93,023	[4]	16,540,099	I	By McAndrew Holdings, Ltd.[5]

Explanation of Responses:

1. In connection with the initial public offering (the "IPO") of shares of Class A common stock, par value $0.01 per share (such shares, "Class A Shares"), of ERock, Inc. (the "Issuer"), the Issuer consummated certain mergers pursuant to which certain entities holding Class A membership interests ("Class A Units") of Enchanted Rock Holdings, LLC ("ER Holdings") merged with and into the Issuer (the "Blocker Mergers"), as described in the Issuer's prospectus filed with the Securities and Exchange Commission on June 10, 2026. In connection with the Blocker Mergers, 50,550 Class A Units held by ERock Holdings GP, LLC were exchanged for 50,550 Class A Shares issued to Walter Thomas McAndrew, Jr. ("Mr. McAndrew").

2. Shares of the Issuer's Class B common stock, par value $0.01 per share (such shares, "Class B Shares"), have no economic value and entitle the holder to one vote per Class B Share held. One Class B Share was issued for each Class B membership interest (each, a "Class B Unit") of ER Holdings held.

3. The Issuer used approximately $7.4 million of the IPO proceeds to purchase 372,093 Class B Units of ER Holdings from Mr. McAndrew. Upon such purchase, 372,093 of the Issuer's Class B Shares held by Mr. McAndrew were cancelled.

4. The Issuer used approximately $1.8 million of the IPO proceeds to purchase 93,023 Class B Units of ER Holdings from McAndrew Holdings, Ltd. ("Holdings"). Upon such purchase, 93,023 of the Issuer's Class B Shares held by Holdings were cancelled.

5. These securities are owned directly by Holdings. Mr. McAndrew may be deemed to share voting and investment power over the securities held by Holdings in his capacity as a manager of McAndrew Holdings, LLC, the general partner of Holdings. Mr. McAndrew disclaims beneficial ownership of the securities held by Holdings except to the extent of his pecuniary interest therein.

6. The Class B Units of ER Holdings are exchangeable, at the holder's option, on a one-for-one basis into Class A Shares of the Issuer. Upon the exchange of Class B Units into Class A Shares, an equivalent number of Class B Shares will be automatically cancelled.

/s/ Walter Thomas McAndrew, Jr. 09/04/2026

** 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.