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*
McKee Charlotte

(Last) (First) (Middle)
C/O SIONNA THERAPEUTICS, INC.
21 HICKORY DRIVE, SUITE 500

(Street)
WALTHAM MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Sionna Therapeutics, Inc. [SION]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2026

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)
CMO and Head of R&D

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			
Common Stock	09/17/2026		A[(1)]		50,000	A	$0.0	78,415	D	
Common Stock	09/17/2026		A[(2)]		50,000	A	$0.0	128,415	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				
Non-Qualified Stock Option (right to buy)	$7.18[(3)]	09/17/2026		A[(4)]		155,700		[(5)]	01/01/2036	Common Stock	155,700	$0.0[(4)]	155,700	D	
Non-Qualified Stock Option (right to buy)	$39.21	09/17/2026		D[(4)]			155,700	[(5)]	01/01/2036	Common Stock	155,700	$0.0[(4)]	0	D	

Explanation of Responses:

1. Represents a grant of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Common Stock of the Issuer. The RSUs will vest on June 17, 2027, subject to the Reporting Person's continued service with the Issuer as of the vesting date.
2. Represents a grant of RSUs. Each RSU represents a contingent right to receive one share of Common Stock of the Issuer. The RSUs will vest upon the achievement of a designated performance milestone, subject to the Reporting Person's continued service with the Issuer as of the vesting date.
3. The exercise price of the option is $7.18 per share, representing the fair market value per share of the Issuer's Common Stock on September 17, 2026 (the "Repricing Date"). Unless otherwise provided by the Issuer's board of directors or its compensation committee, if the option is exercised before the applicable retention period ends, the exercise price will revert to its original exercise price. The retention period begins on the Repricing Date and ends on the earliest of (i) the 18-month anniversary of the Repricing Date (March 17, 2028), (ii) a Sale Event (as defined in the Sionna Therapeutics, Inc. 2025 Stock Option and Incentive Plan (the "2025 Plan")) or (iii) certain qualifying terminations of service.
4. Effective on the Repricing Date, the Issuer's board of directors approved an option repricing. All of the other terms of the options remain unchanged. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.
5. This stock option award was issued pursuant to the 2025 Plan, and becomes exercisable in accordance with the vesting schedule specified in the award agreement and as previously reported on the applicable Form 4, subject to the Reporting Person's continued service with the Issuer as of the applicable vesting date.

Jennifer Fitzpatrick, Attorney-in-Fact	09/18/2026
** 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.