

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Stratmann Philipp</u> (Last) (First) (Middle) C/O OCEAN POWER TECHNOLOGIES, INC. 28 ENGELHARD DRIVE, SUITE B (Street) MONROE NJ 08831 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ocean Power Technologies, Inc. [OPTT]</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) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/16/2025	
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			
Common Stock	01/16/2025		M		73,500 ⁽³⁾	A	(1)	243,718	D	
Common Stock	01/16/2025		M		194,118 ⁽⁴⁾	A	(1)	437,836	D	
Common Stock	01/16/2025		M		190,306 ⁽⁵⁾	A	(1)	628,142	D	
Common Stock	01/16/2025		M		169,691 ⁽⁶⁾	A	(1)	797,833	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
Restricted Stock Unit	(1)	01/16/2025		A		1,688,907		(2)	(2)	Common Stock	1,688,907	\$0	1,688,907	D	
Restricted Stock Unit	(1)	01/16/2025		M		73,500		(3)	(3)	Common Stock	73,500	\$0	73,500	D	
Restricted Stock Unit	(1)	01/16/2025		M		194,118		(4)	(4)	Common Stock	194,118	\$0	194,118	D	
Restricted Stock Unit	(1)	01/16/2025		M		190,306		(5)	(5)	Common Stock	190,306	\$0	190,306	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's restricted stock.
- Restricted stock units granted by the Board of Directors of the Issuer as compensation for service as an officer of the Issuer. The restricted stock units will vest in full on the date of the first annual shareholders meeting following the grant date or one year after the grant date, whichever is earlier.
- On January 14, 2022, the reporting person was granted 73,500 restricted stock units, vesting based on achievement of certain performance criteria. Vesting of such criteria was deemed to occur on January 16, 2025.
- On January 19, 2023, the reporting person was granted 194,118 restricted stock units, vesting based on achievement of certain performance criteria. Vesting of such criteria was deemed to occur on January 16, 2025.
- On February 1, 2024, the reporting person was granted 190,306 restricted stock units, vesting based on achievement of certain performance criteria. Vesting of such criteria was deemed to occur on January 16, 2025.
- Shares acquired upon the time based vesting of restricted stock unit granted in January 2022, 2023 and 2024.

/s/ Philipp Stratmann 01/21/2025

** 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.