

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Vaccaro Sergio Javier</u> (Last) (First) (Middle) 2244 WESTCHESTER AVENUE (Street) BRONX NY 10462 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ponce Financial Group, Inc. [PDLB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> 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) 01/22/2026	
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	01/22/2026		A		10,000 ⁽¹⁾	A	\$0	60,000 ⁽²⁾⁽³⁾	D	
Common Stock								2,660 ⁽⁴⁾	I	By ESOP

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				
Premium Stock Options	\$11.08							12/07/2028	12/06/2033	Common Stock	3,000		3,000	D	
Premium Stock Options	\$10.33							12/07/2024	12/06/2033	common stock	3,000		3,000	D	
Premium Stock Options	\$10.52							12/07/2025	12/06/2033	Common Stock	3,000		3,000	D	
Premium Stock Options	\$10.7							12/07/2026	12/06/2033	Common Stock	3,000		3,000	D	
Premium Stock Options	\$10.89							12/07/2027	12/06/2033	Common Stock	3,000		3,000	D	
Non-Premium Stock Options	\$16.88	01/22/2026		A		10,000 ⁽⁵⁾		01/22/2027	01/21/2036	Common Stock	10,000	\$16.88	10,000	D	
Non-Premium Stock Options	\$13.31							02/04/2026	02/03/2035	Common Stock	20,000 ⁽⁶⁾		20,000	D	
Premium Stock Options	\$18.57	01/22/2026		A		2,000		01/22/2027	01/21/2036	Common Stock	2,000	\$18.57	2,000	D	
Premium Stock Options	\$18.91	01/22/2026		A		2,000		01/22/2028	01/21/2036	Common Stock	2,000	\$18.91	2,000	D	
Premium Stock Option	\$19.24	01/22/2026		A		2,000		01/22/2029	01/21/2036	Common Stock	2,000	\$19.24	2,000	D	
Premium Stock Options	\$19.58	01/22/2026		A		2,000		01/22/2030	01/21/2036	Common Stock	2,000	\$19.58	2,000	D	
Premium Stock Options	\$19.92	01/22/2026		A		2,000		01/22/2031	01/21/2036	Common Stock	2,000	\$19.92	2,000	D	

Explanation of Responses:

1. Shares of restricted stock units vest annually at a rate of 20% per year commencing on January 22, 2027 and were granted for no consideration.

2. Includes 21,000 shares of previously awarded restricted stock units, of which 7,000 shares vest on December 4, 2026, 7,000 shares vest on December 4, 2027 and 7,000 shares vest on December 4, 2028
3. Includes 5,000 shares of restricted stock units vest annually at a rate of 20% per year commencing on February 4, 2026
4. Reflects ESOP allocations and dispositions that have occurred since the date of the reporting person's last ownership report
5. Non-Premium stock options vest annually at a rate of 20% commencing on January 22, 2027
6. Non-Premium Stock Options vest annually at a rate of 20% per year commencing on February 4, 2026

/s/Megan Foscaldi, as attorney 01/26/2026
in fact

** 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.

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