

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>Imran Talat</u> (Last) (First) (Middle) <u>C/O RANI THERAPEUTICS LLC</u> <u>2051 RINGWOOD AVE</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95131</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rani Therapeutics Holdings, Inc. [RANI]</u> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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			
Class A Common Stock	12/27/2024 ⁽¹⁾		S ⁽²⁾		8,014	D	\$1.41	486,737 ⁽³⁾	D	
Class A Common Stock	06/27/2025 ⁽¹⁾		F ⁽⁴⁾		9,076	D	\$0.55	477,661 ⁽³⁾	D	
Class A Common Stock	09/27/2025 ⁽¹⁾		F ⁽⁴⁾		9,077	D	\$0.48	468,584 ⁽³⁾	D	
Class A Common Stock	12/27/2025 ⁽¹⁾		F ⁽⁴⁾		7,906	D	\$1.4	460,678 ⁽³⁾	D	
Class A Common Stock	03/22/2026 ⁽¹⁾		F ⁽⁴⁾		8,916	D	\$1.13	451,762 ⁽³⁾	D	
Class A Common Stock	03/27/2026 ⁽¹⁾		F ⁽⁴⁾		9,099	D	\$0.81	442,663 ⁽³⁾	D	
Class A Common Stock	06/27/2026 ⁽¹⁾		F ⁽⁴⁾		7,927	D	\$0.74	434,736 ⁽³⁾	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. This transaction is being reported late due to inadvertent administrative oversight.
2. Represents the sale of shares to cover tax withholding obligations in connection with the settlement and release of the restricted stock units.
3. Includes 12,343 shares held by VH Moll, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
4. Represents shares withheld by and surrendered to the Issuer to satisfy tax withholding obligations in connection with the settlement and release of the restricted stock units.

/s/ Talat Imran

07/21/2026

** 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.