SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
OGP VIII, LLC	Accelevation Holdings Corp. [ACCV]	☐ Director ☑ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☐ Officer (give title below) ☐ Other (specify below)
C/O OLYMPUS PARTNERS, METRO CENTER	3. Date of Earliest Transaction (Month/Day/Year)	
4TH FLOOR, ONE STATION PLACE	10/01/2026	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
STAMFORD CT 06902		☐ Form filed by One Reporting Person
(City) (State) (Zip)		☑ 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 B Common Stock	10/01/2026		C		11,988,001	D	(1)	104,977,528(2)	I	See footnotes(3)(4)
Class A Common Stock	10/01/2026		C		11,988,001	A	(1)	110,022,472(2)	I	See footnotes(4)(5)
Class A Common Stock	10/01/2026		S		20,000,000(6)	D	$18	90,022,472(2)	I	See footnotes(4)(7)
Class A Common Stock	10/01/2026		J(8)		2,808,499	D	$0	87,213,973(2)	I	See footnotes(4)(7)

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				
Series B Units	(1)	10/01/2026		C			11,988,001	(1)	(1)	Class A Common Stock	11,988,001	(1)	104,977,528(2)	I	See footnotes(3)(4)

1. Name and Address of Reporting Person*
OGP VIII, LLC
(Last) (First) (Middle)
C/O OLYMPUS PARTNERS, METRO CENTER
4TH FLOOR, ONE STATION PLACE
(Street)
STAMFORD CT 06902
(City) (State) (Zip)

1. Name and Address of Reporting Person*
Accelevation Pubco Holdings LP
(Last) (First) (Middle)
C/O OLYMPUS PARTNERS METRO CENTER,
4TH FLOOR ONE STATION PLACE
(Street)
STAMFORD CT 06902
(City) (State) (Zip)

1. Name and Address of Reporting Person*

Accelevation Investment Holdings LLC

(Last) (First) (Middle)

C/O OLYMPUS PARTNERS METRO CENTER,
4TH FLOOR ONE STATION PLACE

(Street)

STAMFORD CT 06902

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MORRIS ROBERT S

(Last) (First) (Middle)

C/O OLYMPUS PARTNERS METRO CENTER,
4TH FLOOR ONE STATION PLACE

(Street)

STAMFORD CT 06902

(City) (State) (Zip)

Explanation of Responses:

1. Series B Units of Accelevation Holdings LLC are exchangeable (together with an equal number of shares of Class B common stock) for shares of Class A common stock on a one-for-one basis. Series B Units do not expire.

2. The securities reported as beneficially owned after the reported transactions are consistent with such amounts reflected in the Form 3, filed on September 30, 2026, which gave effect to the transactions in connection with the Issuer's initial public offering, as reported on this Statement.

3. The reported securities are directly held by Accelevation Investment Holdings LLC ("Investment Holdings"), which is governed by a board of managers.

4. Olympus Growth Fund VIII Parallel L.P. and Olympus Growth Fund VIII, LP (together, the "Olympus Funds") have the right to appoint or remove the members of the boards of managers of Accelevation Pubco Holdings LP ("Accelevation Pubco Holdings") and Investment Holdings, respectively. OGP VIII, LLC ("OGP VIII") is the sole general partner of each of the Olympus Funds. Robert S. Morris is the Managing Member of OGP VIII, and, in such capacity, has the right to appoint or remove the members of the boards of managers of each of Accelevation Pubco Holdings and Investment Holdings. By virtue of the relationships described herein, each of the reporting persons may be deemed to beneficially own the securities reported hereby. Each of the reporting persons disclaims beneficial ownership of the securities except to the extent of its or his pecuniary interest therein.

5. Consists of 11,988,001 shares of Class A common stock directly held by Investment Holdings and 98,034,471 shares of Class A common stock directly held by Accelevation Pubco Holdings, which is governed by a board of managers.

6. Represents 8,011,999 shares of Class A common stock sold by Accelevation Cash Pubco Holdings LP ("Cash Holdings") and 11,988,001 shares of Class A common stock sold by Investment Holdings in the Issuer's initial public offering. Shares of Class A common stock sold by Cash Holdings were distributed in a pro rata distribution for no consideration by Accelevation Pubco Holdings to its limited partners.

7. The reported securities are directly held by Accelevation Pubco Holdings.

8. Represents shares of Class A common stock distributed in a pro rata distribution for no consideration by Accelevation Pubco Holdings to its limited partners.

Remarks:

OGP VIII, LLC, By /s/ Matthew Boyd, by Power of Attorney	10/05/2026
Accelevation Pubco Holdings LP /s/ Matthew Boyd, President	10/05/2026
Accelevation Investment Holdings LLC /s/ Matthew Boyd, President	10/05/2026
/s/ Matthew Boyd, by Power of Attorney for Robert S. Morris	10/05/2026
** 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.