SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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.

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

1. Name and Address of Reporting Person*
Rogers George Ted III

(Last) (First) (Middle)
C/O VULCAN INFRASTRUCTURE AND POWER INC.
1159 PITTSFORD-VICTOR ROAD, SUITE 240

(Street)
PITTSFORD NY 14534

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Vulcan Infrastructure & Power Inc. [GREE]
Foreign Trading Symbol

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

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)

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	09/09/2026[1]		A		60,000	A	$0	77,240	D	
Class A Common Stock	09/10/2026[2]		A		38,251	A	$0	115,491	D	
Class A Common Stock	09/10/2026[3]		P		2,923,976	A	$1.71	3,039,467	D	
Class A Common Stock	09/11/2026[4]		C		16,000	A	$0[4]	3,055,467	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				
Class B Common Stock	(4)	09/11/2026		C			16,000	(4)	(4)	Class A Common Stock	16,000	$0	0	D	

Explanation of Responses:

1. Represents restricted stock units granted as a one-time equity award in recognition of the Reporting Person's contributions to the Issuer's strategic transformation pursuant to the Issuer's Fourth Amended and Restated 2021 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock. The award will vest in its entirety sixty days from the grant date.
2. Represents restricted stock units granted as an annual equity retainer for service on the Issuer's Board of Directors and its committees pursuant to the Issuer's Fourth Amended and Restated 2021 Equity Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock. The award will vest in its entirety on the first anniversary of the grant date.
3. Represents shares of the Issuer's Class A Common Stock purchased directly from the Issuer by the Reporting Purchaser in connection with the PIPE transaction announced by the Issuer on July 20, 2026, which closed on September 10, 2026.
4. Represents the Reporting Person's voluntary conversion of 16,000 shares of Class B Common Stock into 16,000 shares of Class A Common Stock on a one-for-one basis for no additional consideration. The conversion was exempt from Section 16(b) pursuant to Rule 16b-6(b).

Remarks:

/s/ Bachar Mahmoud, Attorney-in-Fact for George Ted Rogers, III — 09/11/2026

** 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.