SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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.

1. Name and Address of Reporting Person*
Gallo Joel Adalberto
(Last) (First) (Middle)
XCHARGE EUROPE GMBH
HESELSTUCKEN 18
(Street)
HAMBURG 22453
(City) (State) (Zip)
GERMANY
(Country)

2. Issuer Name **and** Ticker or Trading Symbol
XCHG Ltd [XCH]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2026

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)
Chief Financial Officer

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 Ordinary Shares	08/04/2026		M		1,000,000(1)	A	(1)	1,000,000	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				
Restricted Stock Units	(1)	08/04/2026		M			1,000,000	(1)	(1)	Class A Ordinary Shares	1,000,000	(1)	3,000,000(1)	D	

Explanation of Responses:

1. Represents the vesting of Restricted Stock Units ("RSUs") on August 4, 2026. The reporting person holds 3,000,000 additional RSUs that will vest in three equal annual installments beginning on August 4, 2027, subject to continued service to the Issuer. Each RSU represents the contingent right to receive, following vesting, one Class A Ordinary Share of the Issuer, par value US$0.00001 per share (each, a "Class A Ordinary Share"), or the equivalent value of one Class A Ordinary Share in cash. In lieu of Class A Ordinary Shares, the RSUs may be settled in an equivalent number of American Depositary Shares, each representing 40 Class A Ordinary Shares.

Remarks:

The Power of Attorney given by Mr. Gallo was previously filed with the U.S. Securities and Exchange Commission on March 18, 2026, as an exhibit to a statement on Form 3 filed by Mr. Gallo with respect to XCHG Limited and is hereby incorporated by reference.

/s/ Ran Li, attorney-in-fact for Joel Adalberto Gallo — 08/05/2026

** 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.