SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 [*] Knight Margaret			2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2024	3. Issuer Name and Ticker or Trading Symbol <u>Exodus Movement, Inc.</u> [EXOD]				
(Last) 15418 WEIR S	(First) T., #333	(Middle)			ionship of Reporting Person(s) all applicable) Director Officer (give title below)	to Issuer 10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)	
(Street) OMAHA (City)	NE (State)	68137 (Zip)					 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)		4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	8,334(1)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

				3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		or Exercise	Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Indirect (I) Derivative (Instr. 5) Security		

Explanation of Responses:

1. Includes 7,084 restricted stock units ("RSUs") that vest in 17 equal monthly installments beginning May 1, 2024 through September 1, 2025. Each RSU represents the right to receive one share of the Issuer's Class A common stock, par value \$0.000001, upon settlement.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ James Gernetzke, attorney-in-05/08/2024 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 5 (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.

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of James Gernetzke and Veronica McGregor, his or her true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in his or her capacity as an officer, director or ten percent stockholder of Exodus Movement, Inc. (the "**Issuer**"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-infact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Issuer assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to his or her holdings of and transactions in securities issued by the Issuer, unless earlier revoked by her in a signed writing delivered to the foregoing attorneys-in-fact.

[Signature on following page.]

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney April 15, 2024.

/s/ Margaret Knight Margaret Knight

SIGNATURE PAGE TO POWER OF ATTORNEY Exodus Movement, Inc. SECTION 16 FILINGS