

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).

1. Name and Address of Reporting Person * <u>Waldron Thomas E.</u> (Last) (First) (Middle) 400 N. ELM STREET (Street) GREENSBORO NC 27401 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Koontor Brands, Inc. [KTB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) EVP, Co-COO, GB Pres Wrangler
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	03/08/2023		M		22,569	A	\$31.065	119,310.787 ⁽¹⁾	D	
Common Stock	03/08/2023		S		22,569	D	\$51.7028 ⁽²⁾	96,741.787 ⁽¹⁾	D	
Common Stock	03/08/2023		M		8,860	A	\$25.2684	105,601.787 ⁽¹⁾	D	
Common Stock	03/08/2023		S		8,860	D	\$51.75	96,741.787 ⁽¹⁾	D	
Common Stock	03/09/2023		M		14,342	A	\$22.0444	111,083.787 ⁽¹⁾	D	
Common Stock	03/09/2023		S		9,737	D	\$51.8869 ⁽³⁾	101,346.787 ⁽¹⁾	D	
Common Stock	03/09/2023		M		21,500	A	\$30.8383	122,846.787 ⁽¹⁾	D	
Common Stock	03/09/2023		S		21,500	D	\$51.951 ⁽⁴⁾	101,346.787 ⁽¹⁾	D	
Common Stock	03/09/2023		M		6,304	A	\$30.8383	107,650.787 ⁽¹⁾	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					
Stock Option (Right to Buy)	\$31.065	03/08/2023		M		22,569	(5)	02/17/2025	Common Stock	22,569	\$0	0	D	
Stock Option (Right to Buy)	\$25.2684	03/08/2023		M		8,860	(6)	02/22/2026	Common Stock	8,860	\$0	0	D	
Stock Option (Right to Buy)	\$22.0444	03/09/2023		M		14,342	(7)	02/21/2027	Common Stock	14,342	\$0	0	D	
Stock Option (Right to Buy)	\$30.8383	03/09/2023		M		21,500	(8)	02/20/2028	Common Stock	21,500	\$0	6,304	D	
Stock Option (Right to Buy)	\$30.8383	03/09/2023		M		6,304	(8)	02/20/2028	Common Stock	6,304	\$0	0	D	

Explanation of Responses:

- Common stock includes restricted stock units.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from not less than \$51.70 to not more than \$51.7650. The reporting person undertakes to provide to Koontor Brands, Inc., any security holder of Koontor Brands, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from not less than \$51.88 to not more than \$52.00. The reporting person undertakes to provide to Koontor Brands, Inc., any security holder of Koontor Brands, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from not less than \$51.95 to not more than \$52.04. The reporting person undertakes to provide to Koontor Brands, Inc., any security holder of Koontor Brands, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- This option vested as follows: 7,524 shares vested on 2/18/2016; 7,524 shares vested on 2/18/2017; and 7,521 shares vested on 2/18/2018.
- This option vested as follows: 8,860 shares vested on 2/23/2019.
- This option vested as follows: 14,342 shares vested on 2/22/2020.
- This option vested as follows: 9,268 shares vested on 2/21/2019; 9,268 shares vested on 2/21/2020; and 9,268 shares vested on 2/21/2021.

/s/ Thomas L. Doerr, Jr. for
Thomas E. Waldron (Pursuant to 03/10/2023
Signing Authority on File)

** 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.