

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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 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* <u>D'Annunzio Marc</u>			2. Issuer Name and Ticker or Trading Symbol <u>Bakkt Holdings, Inc. [BKKT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel & Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O BAKKT HOLDINGS, INC. 1 LIBERTY ST FL 3 STE 305-306			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10006</u>								
(City) (State) (Zip)								

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 ⁽¹⁾	11/03/2025		M ⁽²⁾		48,188	A	(2)	117,436 ⁽³⁾	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						Amount or Number of Shares
Bakkt Opco Units	(2)	11/03/2025		M ⁽²⁾		48,188		(2)	(2)	Class A Common Stock	48,188	(2)	0	D	
Stock Option (right to buy)	\$10	10/31/2025		A		134,228		(4)(5)(6)	(4)(5)(6)	Class A Common Stock	134,228	\$0	134,228	D	

Explanation of Responses:

- On November 3, 2025, pursuant to a reorganization (the "Reorganization"), Bakkt Holdings, Inc. (formerly Bakkt NewCo Holdings, Inc.) became the successor of Bakkt Intermediate Holdings, Inc (formerly Bakkt Holdings, Inc.) ("Bakkt") pursuant to merger transactions, in which a subsidiary of Bakkt Holdings, Inc. merged with and into Bakkt Intermediate Holdings, Inc. with Bakkt Intermediate Holdings, Inc. surviving and, immediately following such merger, a subsidiary of Bakkt Holdings, Inc. merged with and into Bakkt OpCo Holdings LLC ("OpCo"), a subsidiary of Bakkt Holdings Intermediate, Inc., with OpCo surviving. The mergers resulted in the Issuer becoming the parent holding company of Bakkt and OpCo, but did not alter the proportionate economic interest of security holders.
- In accordance with the terms of the OpCo Merger Agreement (as defined in the Form 8-K12B filed by the Issuer on November 3, 2025 (the "8-K")), each membership unit of Bakkt Management, LLC (the "Management Vehicle") outstanding immediately prior to the closing of the Reorganization was exchanged for a corresponding OpCo Incentive Unit (as defined in the 8-K) granted under the Second Amended and Restated Bakkt Equity Incentive Plan, as amended, held by the Management Vehicle, together with the paired share of New Bakkt Class V Common Stock (as defined in the 8-K). Each OpCo Incentive Unit and paired share of New Bakkt Class V Common Stock outstanding immediately prior to the closing of the Reorganization was then exchanged for one validly issued, fully paid, and nonassessable share of Class A Common Stock.
- Includes 50,229 shares of Class A Common Stock subject to restricted stock units and performance stock units awards that remain subject to vesting.
- Represent stock options to purchase shares of the Issuer's Class A Common Stock ("Options") granted on July 29, 2025, contingent on the Issuer's shareholder approval, which was obtained on October 31, 2025. The Options are a commitment by the grantee to exercise a predetermined number of Options every quarter for eight quarters (the "Committed Options") at an exercise price per share equal to \$10,00, which reflects the fair market value of a share of Class A Common Stock on the grant date. If the reporting person does not exercise the Committed Options in any quarter, then all remaining Options are forfeited. One-eighth of the Options will become exercisable each quarter (each, a "Quarterly Tranche"). [Continued to footnote 5]
- [Continued from footnote 4] The Committed Options will be exercisable over a two-day period in the applicable quarter (the "Exercise Period"); provided that if the Exercise Period for a Quarterly Tranche occurs during a blackout period, then such Exercise Period shall instead be the next quarterly Exercise Period. If the reporting person exercises the Committed Option portion, the remainder of that Quarterly Tranche (the "Optional Exercise Options") will become exercisable for a period of one year. The Optional Exercise Option portion of any Quarterly Tranche will expire at the end of such one-year period. [Continued to footnote 6]
- [Continued from footnote 5] Notwithstanding the foregoing exercise schedule, following the first quarter after stockholder approval of the Options, any portion of the Options may be exercised earlier than the applicable quarter, provided that shares of Class A Common Stock acquired on exercise of the Optional Exercise Options will be subject to a lock-up period so that the shares acquired on exercise may not be sold or transferred until the originally-scheduled exercise date.

/s/ Paul Simmons Attorney-in-Fact for Marc D'Annunzio

11/04/2025

** 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Bakkt Holdings, Inc. (the "Company"), hereby constitutes and appoints Karen Alexander and Paul Simmons, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. 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 Company 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 the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day: 11/04/2025.

Signature: /s/ Marc D'Annunzio

Print Name: Marc D'Annunzio