

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Morris Robert Phelps</u>  (Last) (First) (Middle) C/O FTC SOLAR, INC. 9020 N CAPITAL OF TEXAS HWY, SUITE I-260  (Street) AUSTIN TX 78759  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FTC Solar, Inc. [ FTCI ]</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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	03/01/2023		A		18,881	A	\$2.86 <sup>(1)</sup>	223,621	D	
Common Stock	03/03/2023		S		8,432	D	\$2.99 <sup>(2)</sup>	215,189	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					

**Explanation of Responses:**

- Reflects a grant of restricted stock units, which vested in full upon grant, pursuant to the Issuers 2021 Stock Incentive Plan made to the Reporting Person in exchange for the Reporting Persons agreement with the Issuer to forego his cash bonus earned for the fourth quarter of 2022. The number of restricted stock units was determined by dividing the amount of such cash bonus by the thirty (30) day volume weighted average price (VWAP) of the Issuers common stock as of the date of grant.
- Represents a weighted average sales price per share for these shares, which were sold in multiple transactions at prices ranging from \$2.97 to \$3.00. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range. The shares were sold in order to satisfy tax obligations payable upon the settlement of the restricted stock units previously granted to the Reporting Person in exchange for the Reporting Person's agreement with the Issuer to forego his cash bonus earned for the fourth quarter of 2022.

**Remarks:**

/s/ Jacob D. Wolf, as Attorney-in-Fact

03/03/2023

\*\* 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.