

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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 hours per response: 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Tepper Oren</u>			<u>Nayax Ltd.</u> [<u>NYAX</u>]		Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>CRO</u>	
(Last)	(First)	(Middle)	2a. Foreign Trading Symbol			
<u>3 ARIK EINSTEIN</u>						
<u>FLOOR 1 BUILDING B</u>			3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
			<u>03/30/2026</u>		☒ Form filed by One Reporting Person	
(Street)					Form filed by More than One Reporting Person	
<u>HERZLIYA</u>						
(City)	(State)	(Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)			
<u>ISRAEL</u>						
(Country)						

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			
Ordinary Shares	03/30/2026		S ⁽¹⁾		74	D	\$53.93	8,444	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			

Explanation of Responses:

1. The shares sold represent shares withheld and sold by the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted share units

Oren Tepper by:
Oppenheimer Israel, as 03/31/2026
Attorney-in-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 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.

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* Form 4: SEC 1474 (03-26)

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1. Name and Address of Reporting Person* <u>Furman Carly Lisanne</u> (Last) (First) (Middle) <u>EXECUTIVE PLAZA 1</u> <u>11350 MCCORMICK ROAD, SUITE 1004</u> (Street) <u>HUNT VALLEY MARYLAND 21031</u> (City) (State) (Zip) <u>UNITED STATES</u> (Country)	2. Issuer Name and Ticker or Trading Symbol <u>Nayax Ltd. [NYAX]</u> 2a. Foreign Trading Symbol <u>[NYAX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2026</u> 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) <u>CEO</u> <u>NAYX</u> <u>North</u> <u>America</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	03/31/2026		S ⁽¹⁾		313	D	\$54.7816 ⁽²⁾	11,574	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			

Explanation of Responses:

1. The shares sold represent shares withheld and sold by the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted share units
2. The reported price is a weighted average price. These shares were sold in transactions on the Tel Aviv Stock Exchange in New Israeli Shekels (ILS) and have been converted to U.S. Dollars (USD) using the exchange rate in effect on the transaction date. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request

Carly Furman by:
Oppenheimer Israel, as 03/31/2026
Attorney-in-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 4 (b)(v).

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<u>Manor Sagit</u>			<u>Nayax Ltd.</u> [<u>NYAX</u>]		Director 10% Owner	
(Last)	(First)	(Middle)	2a. Foreign Trading Symbol		☒ Officer (give title below)	
<u>3 ARIK EINSTEIN ST.</u>			<u>[NYAX]</u>		<u>CFO</u>	
<u>BUILDING B, FLOOR 1</u>			3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>HERZLIYA</u>			<u>03/31/2026</u>		☒ Form filed by One Reporting Person	
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			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	03/31/2026		s ⁽¹⁾		1,252	D	\$54.7816 ⁽²⁾	49,277	D	

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

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Sagit Manor by: Oppenheimer
Israel, as Attorney-in-fact 03/31/2026

** Signature of Reporting Person Date

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