SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

☐ 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.

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Akkerman Michael	SIMILARWEB LTD. [SMWB]	Director / 10% Owner / X Officer (give title below) CEO / Other (specify below)
(Last) (First) (Middle): 6 EAST 32ND ST.	3. Date of Earliest Transaction (Month/Day/Year): 11/16/2026	
(Street): NEW YORK NY 10016	4. If Amendment, Date of Original Filed (Month/Day/Year): 11/18/2026	6. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person / Form filed by More than One Reporting Person
(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			
Ordinary Shares	11/16/2026		A		364,964(1)	A	$0	364,964	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				
Performance Stock Unit (PSU)	$0	11/16/2026		A		243,309		(2)(3)	(2)(3)	Ordinary Shares	243,309	$0	243,309	D	

Explanation of Responses:

1. The Reporting Person was granted 364,964 restricted stock units ("RSUs"), which each represent a contingent right to receive one ordinary share of Similarweb Ltd (the "Company"). 50% of the RSUs vest on November 2, 2027, and the remaining 50% of the RSUs vest in equal quarterly installments over the subsequent two (2) years beginning on the 15 month anniversary of the grant date, with the final vesting date on November 16, 2029, subject to the Reporting Person's continued service to the Company or its subsidiaries through each vesting date. Full acceleration applies upon a termination without cause within 12 months following a Merger/Sale.

2. The performance stock units represent a contingent right to receive the company's ordinary shares upon the achievement of specified share price milestones. The reported amount is the on-target number of units (243,309); the number of units that may vest ranges from 0% to 200% of target (up to 486,618).

3. The units vest upon achievement of 60-day average closing share price milestones of $15.00 (50% of target), $20.00 (100%), $25.00 (150%) and $30.00 (200%), measured during the four-year period beginning 11/16/2026, subject to the Reporting Person's continued service through the applicable vesting date. Full acceleration applies upon a termination without cause within 12 months following a Merger/Sale. The shares reported in Table II represent performance stock units that have not yet vested.

Remarks:

This Form 4/A amends the Form 4 originally filed on November 18, 2026 (Accession number: 0001976408-26-000950). This amendment is being filed solely to clarify the exact vesting terms of RSU's.

/s/ Meirav Shemesh on behalf of Oppenheimer Israel, as Attorney-in-fact — 11/20/2026

** 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.