

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIESFiled 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>Comer James Lamar Walton</u>  (Last) (First) (Middle) <u>3111 CAMINO DEL RIO NORTH, SUITE 400</u>  (Street) <u>SAN DIEGO CALIFORNIA 92108</u>  (City) (State) (Zip)  <u>UNITED STATES</u>  (Country)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/21/2026</u>	3. Issuer Name and Ticker or Trading Symbol <u>RTB Digital, Inc. [ RTB ]</u>	
		3a. Foreign Trading Symbol	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.001	53,048	I	By Media Innovation Fund I LLC <sup>(1)</sup>
Common stock, par value \$0.001	3,494,888	I	By Comer Trading, LLC <sup>(2)</sup>
Common stock, par value \$0.001	233,049	I	By Comer Trading, LLC <sup>(2)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options <sup>(3)</sup>	08/12/2028	08/12/2035	Common Stock, par value \$0.001	72,941	\$1.89	I	Comer Trading, LLC
Warrant to purchase common stock <sup>(4)</sup>	09/04/2025	09/04/2026	Common Stock, par value \$0.001	698,978	\$4.29	I	Comer Trading, LLC

## Explanation of Responses:

1. As controlling member of Media Innovation Fund I LLC, Mr. Comer has influence over Media Innovation Fund I LLC's entire holding of 53,048 shares of Common Stock and deemed to be the beneficial owner. Mr. Comer disclaims beneficial ownership except to the extent of his pecuniary interest.

2. As controlling member of Comer Trading, LLC, Mr. Comer has influence over Comer Trading, LLC's entire holding of 3,494,888 shares of Common Stock and deemed to be the beneficial owner. Mr. Comer disclaims beneficial ownership except to the extent of his pecuniary interest.

3. Represents a stock option originally granted by RTB Digital, Inc. on August 12, 2025, which was assumed by the Issuer in connection with the business combination between the Issuer and RTB Digital, Inc. Following the transaction, the option became exercisable for shares of the Issuer's common stock on substantially the same terms as in effect immediately prior to the transaction, with appropriate adjustments to the number of underlying shares and exercise price, and continues to vest in accordance with its original vesting schedule, subject to the Reporting Person's continued service with the Issuer. Mr. Comer disclaims beneficial ownership except to the extent of his pecuniary interest.

4. Represents a common stock purchase warrant originally issued by RTB Digital, Inc. on September 4, 2025, which was assumed by the Issuer in connection with the business combination between the Issuer and RTB Digital, Inc. Following the transaction, the warrant became exercisable for shares of the Issuer's common stock on substantially the same terms as in effect immediately prior to the transaction, with appropriate adjustments to the number of underlying shares and exercise price and is exercisable immediately and expiring on September 4, 2026. Mr. Comer disclaims beneficial ownership except to the extent of his pecuniary interest.

/s/ WaltonComer

06/15/2026

\*\* 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 5 (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.**

\* Form 3: SEC 1473 (03-26)