

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|--|--|--|
| 1. Name and Address of Reporting Person* <u>Heckman James Charles Jr</u> <hr/> (Last) (First) (Middle) 3111 CAMINO DEL RIO NORTH, SUITE 400 <hr/> (Street) SAN CALIFORNIA 92108 DIEGO <hr/> (City) (State) (Zip) UNITED STATES <hr/> (Country) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/21/2026 | 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 259,933 | I | By Heckman Media, LLC ⁽¹⁾ |

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 ⁽²⁾ | 05/15/2027 | 05/15/2034 | Common Stock, par value \$0.001 | 375,046 | \$0.94 | I | Heckman Media, LLC |
| Stock Options ⁽³⁾ | 08/12/2028 | 08/12/2035 | Common Stock, par value \$0.001 | 240,305 | \$1.89 | I | Heckman Media, LLC |

Explanation of Responses:

- As controlling member of Heckman Media, LLC, Mr. Heckman has influence over Heckman Media, LLC's entire holding of 259,933 shares of Common Stock and has beneficial ownership thereof.
- Represents a stock option originally granted by RTB Digital, Inc. on May 15, 2024, which was assumed by the Issuer in connection with the business combination between the Issuer and RTB Digital, Inc. As a controlling member of Heckman Media, LLC, Mr. Heckman may be deemed to have beneficial ownership over Heckman Media LLC's interest in this stock option. 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.
- 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. As a controlling member of Heckman Media, LLC, Mr. Heckman may be deemed to have beneficial ownership over Heckman Media LLC's interest in this stock option. 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.

/s/ James C. Heckman 06/13/2026
 ** 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)**