SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person* Hartmann Markus	2. Issuer Name **and** Ticker or Trading Symbol Mister Car Wash, Inc. [MCW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

C/O MISTER CAR WASH, INC.

(Street)

TUCSON   AZ   85705

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

Director ☐   10% Owner ☐
X Officer (give title below)   Other (specify below) ☐

General Counsel

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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			

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				
Stock Option (Right to Buy)	$9.25	03/01/2023		A		41,118		(1)	03/01/2033	Common Stock	41,118	$0.00	41,118	D	
Restricted Stock Units	(2)	03/01/2023		A		20,270		(3)	03/01/2033	Common Stock	20,270	$0.00	26,355	D	

Explanation of Responses:

1. The option vests and becomes exercisable in four equal annual installments beginning on March 1, 2024, subject to Reporting Person's continued service to the Issuer through the applicable vesting date.

2. Each restricted stock unit represents a contingent right to receive one share of common stock.

3. Represents an award of Restricted Stock Units (RSUs), which will vest in four equal annual installments beginning on March 1, 2024, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date. The RSUs will be settled in shares of the Issuer's common stock upon vesting.

Remarks:

/s/Jedidiah Gold, as Attorney-in-Fact for Markus Hartmann   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.