

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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 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.

1. Name and Address of Reporting Person* <u>Matheny Joseph Duane</u>  (Last) (First) (Middle) C/O MISTER CAR WASH, INC. 222 E. 5TH STREET  (Street) TUCSON AZ 85705  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mister Car Wash, Inc. [ MCW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Innovation Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/19/2026	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	05/19/2026		M		39,577	A	(1)(2)	133,404	D	
Common Stock	05/19/2026		J		86,428.57	D	(3)	46,975.43	D	
Common Stock	05/19/2026		D		46,975.43	D	(1)	0	D	
Common Stock	05/19/2026		D		45,000	D	(1)	0	I	Emersyn Matheny Irrevocable Trust

**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
Restricted Stock Units	(1)(2)	05/19/2026		M		39,577		(1)(2)	(1)(2)	Common Stock	39,577	(1)(2)	0	D	
Stock Option (Right to Buy)	\$0.66	05/19/2026		D		222,912		(1)(4)	(1)(4)	Common Stock	222,912	(1)(4)	0	D	
Stock Option (Right to Buy)	\$0.46	05/19/2026		D		148,608		(1)(4)	(1)(4)	Common Stock	148,608	(1)(4)	0	D	

**Explanation of Responses:**

- In connection with the terms of an Agreement and Plan of Merger, dated February 17, 2026 (the "Merger Agreement"), by and among the Issuer, MCW Parent, LP ("Parent"), Boson Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), and, solely for purposes of certain provisions in the Merger Agreement, Mister Car Wash Holdings, Inc., a wholly owned subsidiary of the Issuer, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"). At the effective time of the Merger (the "Effective Time"), each outstanding share of Common Stock (other than certain shares described in the Merger Agreement) was cancelled and automatically converted into the right to receive \$7.00 in cash, without interest (the "Merger Consideration").
- At the Effective Time, each outstanding restricted stock unit fully vested, was cancelled, and converted into the right to receive a lump sum cash payment, without interest, equal to the product of (i) the Merger Consideration multiplied by (ii) the number of shares of Common Stock subject to such award of restricted stock unit.
- Pursuant to the Rollover Agreement, dated as of May 18, 2026, among the reporting person and Parent, the reporting person agreed to contribute 86,428.57 shares to Parent (the "Rollover") in exchange for indirect equity interests in Parent, effective immediately prior to the Effective Time, as contemplated by the Merger Agreement. For purposes of the Rollover, the reporting person's shares were valued at \$7.00 per share.
- At the Effective Time, each vested and unvested outstanding stock option, fully vested, was cancelled, and converted into the right to receive a lump sum cash payment, without interest, equal to the product of (i) the excess, if any, of the Merger Consideration over the applicable exercise price per share of the Common Stock subject to such stock option multiplied by (ii) the number of shares of Common Stock subject to such stock option.

/s/ Michelle Krall, as Attorney-in-Fact for Joseph Matheny 05/19/2026

\*\* 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.

