

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).

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 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

CARROSINO MICHAEL

(Last) (First) (Middle)

C/O HERITAGE DISTILLING HOLDING COMPANY
9668 BUJACICH ROAD

(Street)

GIG HARBOR WA 98332

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Heritage Distilling Holding Company, Inc. [IPST
]

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

02/02/2026

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP of Finance & CFO

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			
Common Stock	02/02/2026		M		7,500	A	(1)	28,746	D	
Common Stock	02/02/2026		F		2,224	D	\$1.08 ⁽²⁾	26,522	D	
Common Stock	02/02/2026		M		14,812	A	(1)	41,334	D	
Common Stock	02/02/2026		F		4,392	D	\$1.08 ⁽²⁾	36,942	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/02/2026		M		7,500	(3)	(3)	Common Stock	7,500	\$0	5,000	D	
Restricted Stock Units	(1)	02/02/2026		M		14,812	(4)	(4)	Common Stock	14,812	\$0	118,497	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock.

2. Represents the per share closing price of the issuer's Common Stock on the applicable vesting date or, if there was no closing price on such date, the closing price on the trading date that was immediately prior to such vesting date.

3. Of the restricted stock units granted on October 1, 2025, 2,500 RSUs satisfied the service-based vesting requirement as of the commencement of the vesting schedule on September 1, 2025. The remaining 10,000 RSUs vest in equal quarterly installments over a twelve (12) month period beginning September 1, 2025. Settlement of such RSUs was deferred until no earlier than forty-five (45) days following the effectiveness of the Company's Form S-8 registration statement. On February 2, 2026, a total of 7,500 restricted stock units, consisting of such 2,500 RSUs and 5,000 RSUs representing six (6) months of time-based vesting, vested and settled. The remaining units vest in equal installments every three months thereafter, subject to continued service.

4. The RSUs vest over an eighteen (18) month period beginning December 10, 2025, with two (2) months of service-based vesting deemed satisfied as of February 2, 2026, and the remaining units vesting in equal installments every three months thereafter, subject to continued service.

Remarks:

/s/ Justin B. Stiefel, attorney-in-
fact for Michael Carrosino

02/03/2026

** 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.