SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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*

TANNENBAUM LEONARD M

(Last) (First) (Middle)

525 OKEECHOBEE BLVD

SUITE 1650

(Street)

WEST PALM BEACH FL 33401

(City) (State) (Zip)

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

Sunrise Realty Trust, Inc. [SUNS]

Foreign Trading Symbol

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

11/05/2026

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☑ Director ☑ 10% Owner

☑ Officer (give title below) ☐ Other (specify below)

Executive Chairman

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

☑ 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	11/05/2026		J[1]		2,155,373[2]	A	$0	5,298,092	D	
Common Stock	11/05/2026		J[1]		326,250[3]	A	$0	326,250	I	See footnote[4]
Common Stock								58,958	I	See footnote[5]
Common Stock								585,681	I	See footnote[6]
Common Stock								15,000	I	See footnote[7]
Common Stock								1,000	I	By reporting person as UTMA custodian for son
Common Stock								92,429	I	Held by spouse[8]

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				

Explanation of Responses:

1. Shares of Sunrise Realty Trust, Inc. (the "Issuer") common stock received on November 5, 2026 upon completion of the merger of Southern Realty Trust Inc. ("SRT") with and into a wholly owned subsidiary of the Issuer, in which each share of SRT common stock was converted into (i) 1.45 shares of Issuer common stock, rounded up to the nearest whole share and (ii) a cash amount equal to $0.05.

2. Includes (i) 9,663 restricted shares of Issuer common stock received in exchange for 6,664 shares of SRT restricted common stock, which remain subject to the original vesting schedule and vest in substantially equal annual installments on January 2, 2027, 2028 and 2029 and (ii) 2,145,710 fully vested shares of Issuer common stock received in exchange for 1,479,800 shares of SRT common stock.

3. Represents 326,250 fully vested shares of Issuer common stock received in exchange for 225,000 shares of SRT common stock.

4. These shares are held by Gleams Jr LLC, wholly owned by the Tannenbaum Family 2012 Trust, for benefit of certain members of the Reporting Person's family, for which Gabriel Katz is a Co-Trustee. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

5. These shares are held by the Tannenbaum Family 2012 Trust for benefit of certain members of the Reporting Person's family, for which Gabriel Katz is a Co-Trustee. The Reporting Person disclaims

beneficial ownership of the reported securities except to the extent of his pecuniary interest.

6. These shares are held by the Tannenbaum Family Foundation (formerly known as the Leonard M. Tannenbaum Foundation), for which the Reporting Person serves as the President. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

7. These shares are held by the Sunny 5 Irrevocable Trust for benefit of certain members of the Reporting Person's family, for which Jeffrey Boccuzzi is a Co-Trustee. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

8. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Brandon Hetzel, as Attorney-in-Fact	11/06/2026
** 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.