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*

KOLLURI KRISHNA KITTU

(Last) (First) (Middle)

1300 EL CAMINO REAL, SUITE 100

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

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

BillionToOne, Inc. [BLLN]

Foreign Trading Symbol

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

11/09/2026

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)

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			
Class A Common Stock	11/09/2026		J[1]		129,780	D	$0	778,679	I	See footnote[2]
Class A Common Stock	11/09/2026		J[3]		7,980	A	$0	7,980	I	See footnote[4]
Class A Common Stock	11/09/2026		J[5]		7,980	D	$0	0	I	See footnote[4]
Class A Common Stock	11/09/2026		J[6]		24,222	D	$0	145,328	I	See footnote[7]
Class A Common Stock	11/09/2026		J[8]		3,704	A	$0	3,704	I	See footnote[9]
Class A Common Stock	11/09/2026		J[10]		3,704	D	$0	0	I	See footnote[9]
Class A Common Stock	11/09/2026		J[11]		271,028	D	$0	1,626,174	I	See footnote[12]
Class A Common Stock	11/09/2026		J[13]		58,290	A	$0	58,290	I	See footnote[14]
Class A Common Stock	11/09/2026		J[15]		58,290	D	$0	0	I	See footnote[14]
Class A Common Stock	11/09/2026		J[16]		10,921	D	$0	65,520	I	See footnote[17]
Class A Common Stock	11/09/2026		J[3]		719	A	$0	2,876	I	See footnote[18]
Class A Common Stock	11/09/2026		J[3]		719	A	$0	2,876	I	See footnote[19]
Class A Common Stock	11/09/2026		J[20]		5,760	A	$0	63,599	I	See footnote[21]
Class A Common Stock	11/09/2026		J[22]		2,302	A	$0	65,901	I	See footnote[21]
Class A Common Stock	11/09/2026		J[23]		23,316	A	$0	89,217	I	See footnote[21]
Class A Common Stock	11/09/2026		J[24]		5,643	A	$0	94,860	I	See footnote[21]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)
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				
.	.	.	.	. Code	. V	. (A)	. (D)	. Date Exercisable	. Expiration Date	. Title	. Amount or Number of Shares	.	.	.	.

Explanation of Responses:

1. Represents a pro-rata, in-kind distribution by Neotribe Ignite Fund I, L.P. ("NTIF I") to its partners, for no additional consideration.

2. The reported security is directly held by NTIF I. Neotribe Ignite Partners I, LLC ("NTIP I") is the general partner of NTIF I. Krishna Kittu Kolluri ("Kolluri") is the managing member of NTIP I and therefore may be deemed to have voting and dispositive power over the shares held by NTIF I. Kolluri disclaims beneficial ownership of the shares held by NTIF I except to the extent of his pecuniary interest therein.

3. The shares were obtained pursuant to a pro-rata, in-kind distribution from NTIF I, for no additional consideration.

4. The reported security is directly held by NTIP I. Kolluri is the managing member of NTIP I and therefore may be deemed to have voting and dispositive power over the shares held by NTIP I. Kolluri disclaims beneficial ownership of the shares held by NTIP I except to the extent of his pecuniary interest therein.

5. Represents a pro-rata, in-kind distribution by NTIP I to its members and assignees, for no additional consideration.

6. Represents a pro-rata, in-kind distribution by Neotribe SPV I BTO, LLC ("NT SPV I") to its members, for no additional consideration.

7. The reported security is directly held by NT SPV I. Neotribe Partners SPV I BTO, LLC ("NTP SPV I") is the managing member of NT SPV I. Kolluri is the managing member of NTP SPV I and therefore may be deemed to have voting and dispositive power over the shares held by NT SPV I. Kolluri disclaims beneficial ownership of the shares held by NT SPV I except to the extent of his pecuniary interest therein.

8. The shares were obtained pursuant to a pro-rata, in-kind distribution from NT SPV I, for no additional consideration.

9. The reported security is directly held by NTP SPV I. Kolluri is the managing member of NTP SPV I and therefore may be deemed to have voting and dispositive power over the shares held by NTP SPV I. Kolluri disclaims beneficial ownership of the shares held by NTP SPV I except to the extent of his pecuniary interest therein.

10. Represents a pro-rata, in-kind distribution by NTP SPV I to its members and assignees, for no additional consideration.

11. Represents a pro-rata, in-kind distribution by NeoTribe Ventures I, L.P. ("NTV I") to its partners, for no additional consideration.

12. The reported security is directly held by NTV I, for itself. NeoTribe Partners I, LLC ("NTP I") is the general partner of NTV I. Kolluri is the managing member of NTP I and therefore may be deemed to hold voting and dispositive power over the shares held by NTV I. Kolluri disclaims beneficial ownership of the shares held by NTV I except to the extent of his pecuniary interest therein.

13. The shares were obtained pursuant to a pro-rata, in-kind distribution from NTV I, for no additional consideration.

14. The reported security is directly held by NTP I. Kolluri is the managing member of NTP I and therefore may be deemed to have voting and dispositive power over the shares held by NTP I. Kolluri disclaims beneficial ownership of the shares held by NTP I except to the extent of his pecuniary interest therein.

15. Represents a pro-rata, in-kind distribution by NTP I to its members and assignees, for no additional consideration.

16. Represents a pro-rata, in-kind distribution by NeoTribe Associates I, L.P. ("NTA I") to its partners, for no additional consideration.

17. The reported security is directly held by NTV I, as nominee for NTA I. NTP I is the general partner of NTA I. Kolluri is the managing member of NTP I and therefore may be deemed to hold voting and dispositive power over the shares held by NTA I. Kolluri disclaims beneficial ownership of the shares held by NTA I except to the extent of his pecuniary interest therein.

18. The reported security is directly held by Ishaan S. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Dtd 11/16/2012, of which Kolluri is a trustee and therefore may be deemed to hold voting and dispositive power over these shares. Kolluri disclaims beneficial ownership of these shares.

19. The reported security is directly held by Raina V. Kolluri GST Exempt Trust under the Kolluri 2012 Trust Dtd 11/16/2012, of which Kolluri is a trustee and therefore may be deemed to hold voting and dispositive power over these shares. Kolluri disclaims beneficial ownership of these shares.

20. The shares were obtained pursuant to a pro-rata, in-kind distribution from NTIP I, for no additional consideration.

21. The reported security is directly held by Kolluri Living Trust dated 11/05/1999, of which Kolluri is a trustee and therefore may be deemed to hold voting and dispositive power over these shares. Kolluri disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

22. The shares were obtained pursuant to a pro-rata, in-kind distribution from NTP SPV I, for no additional consideration.

23. The shares were obtained pursuant to a pro-rata, in-kind distribution from NTP I, for no additional consideration.

24. The shares were obtained pursuant to a pro-rata, in-kind distribution from NTA I, for no additional consideration.

/s/ Krishna Kittu Kolluri 11/12/2026

** 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.