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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MACKAY MARTIN	Rallybio Corp [RLYB]	☑ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☐ Officer (give title below) ☐ Other (specify below)
C/O RALLYBIO CORPORATION	3. Date of Earliest Transaction (Month/Day/Year)	
PO BOX 325	11/04/2026	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
EAST BERLIN CT 06023		☑ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	11/04/2026		M		11,607	A	$7.6	103,415	D	
Common Stock	11/04/2026		M		3,562	A	$2.38	106,977	D	
Common Stock	11/04/2026		M		18,055	A	$4.45	125,032	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	$7.6	11/04/2026		M			11,607	(1)	01/02/2035	Common Stock	11,607	$5.6(2)	0	D	
Option (Right to Buy)	$2.38	11/04/2026		M			3,562	(3)	05/13/2035	Common Stock	3,562	$0	0	D	
Option (Right to Buy)	$4.45	11/04/2026		M			18,055	(4)	02/18/2036	Common Stock	18,055	$3.6(5)	0	D	

Explanation of Responses:

1. The option vests as to the underlying shares of Common Stock in 12 equal installments, each on the last day of each month of calendar year 2025.

2. This option was issued to the reporting person pursuant to the Company's 2021 Equity Incentive Plan in lieu of retainer fees of $65,000.

3. The option was granted under the Company's 2021 Equity Incentive Plan. The option vests on the earlier of May 13, 2026 or the date of the Company's 2026 Annual Meeting of Stockholders.

4. The option is granted under the Company's 2021 Equity Incentive Plan. On October 26, 2026, the vesting of the option was accelerated in full, and the option became fully vested and exercisable as of that date.

5. This option was issued to the reporting person pursuant to the Company's 2021 Equity Incentive Plan in lieu of retainer fees of $65,000.

By: /s/ Jonathan Lieber, Attorney-in-Fact — 11/05/2026

** 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.