

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>LOBEL DAVID S</u> <hr/> (Last) (First) (Middle) <u>C/O SENTINEL CAPITAL PARTNERS, L.L.C.</u> <u>ONE VANDERBILT AVENUE, 53RD FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10017</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Holley Inc. [HLY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	09/12/2024		J ⁽¹⁾		5,873,567	D	\$0 ⁽¹⁾	43,300,317	I	See footnote ⁽²⁾	

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					

1. Name and Address of Reporting Person*
LOBEL DAVID S

 (Last) (First) (Middle)
C/O SENTINEL CAPITAL PARTNERS, L.L.C.
ONE VANDERBILT AVENUE, 53RD FLOOR

 (Street)
NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Holley Parent Holdings, L.L.C.

 (Last) (First) (Middle)
C/O SENTINEL CAPITAL PARTNERS, L.L.C.
ONE VANDERBILT AVENUE, 53RD FLOOR

 (Street)
NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sentinel Partners V, L.P.

 (Last) (First) (Middle)
C/O SENTINEL CAPITAL PARTNERS, L.L.C.
ONE VANDERBILT AVENUE, 53RD FLOOR

 (Street)
NEW YORK NY 10017

 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Sentinel Managing Co V, Inc.		
(Last)	(First)	(Middle)
C/O SENTINEL CAPITAL PARTNERS, L.L.C. ONE VANDERBILT AVENUE, 53RD FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Sentinel Capital Partners V, L.P.		
(Last)	(First)	(Middle)
C/O SENTINEL CAPITAL PARTNERS, L.L.C. ONE VANDERBILT AVENUE, 53RD FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Sentinel Capital Partners V-A, L.P.		
(Last)	(First)	(Middle)
C/O SENTINEL CAPITAL PARTNERS, L.L.C. ONE VANDERBILT AVENUE, 53RD FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Sentinel Capital Investors V, L.P.		
(Last)	(First)	(Middle)
C/O SENTINEL CAPITAL PARTNERS, L.L.C. ONE VANDERBILT AVENUE, 53RD FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

- On September 12, 2024, Holley Parent Holdings, LLC, d/b/a Sentinel Holley Holdings, ("Sentinel Holley"), made an in-kind distribution, in accordance with Sentinel Holley's governing documents, of an aggregate of 5,873,567 shares of Common Stock to certain of its members, who are primarily former members of management of the Issuer, in exchange for 100% of such members' interests in Sentinel Holley (the "Distribution"). Sentinel Holley is an entity ultimately controlled by Sentinel Capital Partners, LLC that was formed to hold the investment by its affiliated funds and certain other investors in Holley Inc. No members of Sentinel Holley that are institutional investors received any shares in the Distribution. The Issuer did not distribute or receive shares or receive any consideration in connection with the Distribution, and the Distribution did not create any new shares of Common Stock or change the number of shares of outstanding Common Stock of the Issuer.
- See Exhibit 99.1 for Joint Filer information.

By: /s/ Vincent Taurassi, Attorney-
In-Fact for David S. Lobel 09/13/2024

** 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.

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limited liability company agreement (the "Holley Parent LLC") among Sentinel Capital Partners V, L.P. ("SCP V"), Sentinel Capital Partners V-A, L.P. ("SCP V-A") and Sentinel Capital Investors V, L.P. ("SCI V" and, together with SCP V and SCP V-A, the "Sentinel Investors") and the other members party thereto. By virtue of (a) the ability of the Sentinel Investors under the Holley Parent LLC to appoint and remove a majority of the members of the board of directors of Holley Parent and (b) the ability of a majority of the board of directors of Holley Parent to control investment and voting power over the shares held by Holley Parent, the Sentinel Investors may be deemed to have beneficial ownership over the shares held of record by Holley Parent. The Sentinel Investors are controlled by Sentinel Partners V, L.P. ("Sentinel Partners V"), their general partner, which is controlled by Sentinel Managing Company V, Inc. ("Sentinel Managing Company"), its general partner, which is controlled by David S. Lobel, its president and sole shareholder. Accordingly, each of Sentinel Partners V, Sentinel Managing Company and Mr. Lobel may be deemed to have beneficial ownership over the shares held by Holley Parent. Each of Holley Parent, the Sentinel Investors, Sentinel Partners V, Sentinel Managing Company and Mr. Lobel disclaim beneficial ownership of the shares held by Holley Parent other than to the extent of their pecuniary interest therein.
