SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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

1. Name and Address of Reporting Person [*] Gendell David B.			2. Issuer Name and Ticker or Trading Symbol IES Holdings, Inc. [IESC]		ationship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner				
(Last) (First) (Middle)		()	3. Date of Earliest Transaction (Month/Day/Year) 04/03/2023		Officer (give title below)	Other (specify below)			
5433 WESTHEIMER ROAD, SUITE 500		D, SUITE 500	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applica Line)				
(Street)				X	Form filed by One Re	porting Person			
HOUSTON	ТХ	77056			Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	Rule 10b5-1(c) Transaction Indication					
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						
		Table I - Non-De	rivative Securities Acquired, Disposed of, or Ben	eficially	/ 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	04/03/2023		A		420	A	\$ <mark>0</mark>	136,762	D	
Common Stock								6,000	Ι	Held in IRA

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

	(e.g., puis, cais, 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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispe	r osed) r. 3, 4	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. Represents Phantom Stock Units ("PSUs") granted pursuant to the IES Holdings, Inc. ("IES") 2006 Equity Incentive Plan, as amended and restated (the "2006 Equity Incentive Plan") upon Mr. Gendell electing to receive PSUs in lieu of common stock or cash for that portion of his retainer. Each unit converts to one share of IES common stock when either (i) Mr. Gendell leaves the board of directors for any reason, or (ii) upon a change of control as defined in the 2006 Equity Incentive Plan.

Remarks:

/s/ Mary K. Newman, Attorney-in-Fact

04/04/2023

** 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.