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

			0136		westment Cor	ipany Act of 1940						
1. Name and Address of Reporting Person* <u>JACKSON SHIRLEY A</u>			suer Name <b>and</b> Tick ndryl Holding	0			ationship of Reporti k all applicable) Director	ssuer Owner				
(Last) ONE VANDE	(First) RBILT AVEN	(Middle) UE 15TH FLOOR		te of Earliest Trans 6/2021	action (Month/	Day/Year)	]	Officer (give title below)	e Other below	(specify ')		
(Street) NEW YORK (City)	NEW YORK NY 10017				f Original Filed	l (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>					
		Table I - Non-De	rivative S	Securities Acq	uired, Dis	oosed of, or Bene	ficially	v Owned				
1 Title of Security (Instr. 2) 2 Transac				24 Deemed	3	A Securities Acquired (	A) or	5 Amount of	6 Ownershin	7 Nature		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ZA. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Disposed Of ( 5)			Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock <sup>(1)</sup>								6,726	D	
Common Stock	12/16/2021		A		10,990(2)	Α	\$0.00	17,716	D	

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

			(0.9.) P	,			,	•••••••			••••••	7			
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		6. Date Exerc Expiration Da (Month/Day/N	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. On November 3, 2021, International Business Machines Corporation ("IBM") made a pro rata distribution to IBM's stockholders of record as of close of business on October 25, 2021 of one share of common stock, par value \$0.01 per share, of Kyndryl Holdings, Inc. ("Kyndryl") for every five shares of IBM common stock, par value \$0.20 per share, held by each holder to effect the legal and structural separation of Kyndryl from IBM. The reporting person received a distribution from IBM of 6,726 shares of Kyndryl common stock.

2. Represents a grant of restricted stock units which will vest in full on the anniversary of the grant date.

## **Remarks:**

<u>/s/ Catherine Buckley, as</u> <u>attorney in fact</u>

12/20/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\star$  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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