| SEC Form 4 | |
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Instruction 1(b).

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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

I

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | OMB Number: | 3235-0287 | | | |
|--|----------------------|-----------|--|--|--|
| | Estimated average bu | rden | | | |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 | hours per response: | 0.5 | | | |
| or Section 30(h) of the Investment Company Act of 1940 | <u> </u> | | | | |
| | | | | | |

| | | | 2. Issuer Name and Ticker or Trading Symbol <u>Kyndryl Holdings, Inc.</u> [KD] | (Check | ationship of Reporting Per (all applicable) Director | 10% Owner | | |
|----------|---|-------|--|------------------------|--|---|--|--|
| (Last) | (First) (Middle) BILT AVENUE, 15TH FLOOR | | 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2023 | X | Officer (give title below) General Counsel and | Other (specify below) d Secretary | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | , | | | |
| NEW YORK | NY (State) | (Zip) | | | Form filed by More that Person | n One Reporting | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | | | n that is intended to | | |

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. Transa Code (8) | | 4. Securities Disposed Of 5) | | | Securities Beneficially | 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 | 12/16/2023 | | F | | 4,257 ⁽¹⁾ | D | \$18.27 | 142,526 | 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. Transa Code (8) | | of Deriv | r osed) r. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 7. Titl Amou Secur Unde Deriv Secur 3 and | int of rities rlying ative rity (Instr. | 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 the withholding from delivery of shares of Common Stock from the Issuer to satisfy the Reporting Person's tax withholding obligation upon the vesting of 8,454 restricted stock units previously granted on December 16, 2021 to the Reporting Person. These shares of Common Stock were not sold by the Reporting Person but were instead offset from the total number of vested shares of Common Stock received by the Reporting Person from the Issuer.

/s/ Evan Barth, attorney-in-

fact

** 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.

12/19/2023