| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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| Check this box if no longer subject to |
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| 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 Addre Huffman Ter | | Person [*] | | er Name and Ticker <u>P INC</u> [CULF | | ymbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | | |
|----------------------------------|------------------------|---------------------|------------------------|--|-------------------|---|--|--|--|--------------------------|--|--|--|--|
| (Last) 1823 EASTCHI | (First) ESTER DRIVI | (Middle) | 3. Date 07/18/ | of Earliest Transac 2024 | tion (Month/E | Day/Year) | 7 | Officer (give title below) SVP, Chie | itle Other (specify below) hief HR Officer | | | | | |
| · | | | | nendment, Date of (| Driginal Filed | (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | |
| (Street) HIGH POINT | NC | 27265 | | | | | | Form filed by On Form filed by Mo Person | | | | | | |
| (City) | (State) | (Zip) | | 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 - Nor | n-Derivative S | ecurities Acqu | uired, Disp | oosed of, or Benef | icially | Owned | | | | | | |
| 1. Title of Security | (Instr. 3) | | 2. Transaction Date | 2A. Deemed Execution Date, | 3. Transaction | 4. Securities Acquired (A Disposed Of (D) (Instr. 3, | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | | | | |

| | Date (Month/Day/Year) | | | 3, 4 and | Securities Beneficially Owned Following Benerted | Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership (Instr. 4) | | | |
|--------------|--------------------------|--|------|----------|---|---|--|-------|----------|--|
| | | | Code | v | | | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |
| Common Stock | 07/18/2024 | | М | | 3,188 | Α | \$ <mark>0</mark> | 8,155 | D | |
| Common Stock | 07/18/2024 | | F | | 1,188 | D | \$5.1 | 6,967 | 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 Deri Sec Acq (A) o Disp of (I | oosed D) tr. 3, 4 | Expiration Date (Month/Day/Year) | | e Amount of | | 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 | | | | |
| Restricted Stock Units ⁽¹⁾ | \$0 | 07/18/2024 | | М | | | 3,188 | (2) | (2) | Common Stock | 3,188 | \$ <u>0</u> | 27,983 | D | |

Explanation of Responses:

1. Contingent right to receive issuance of Culp, Inc. common stock.

2. These restricted stock units represent the right to receive 3,188 shares of Culp, Inc. common stock based on the reporting person remaining employed by the company as of the end of a three year vesting period, as described in the award agreement.

<u>/s/ Ashley C. Durbin, Attorney-</u> <u>07/19/2024</u>

** 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.