

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Westphal Jeffrey</u> (Last) (First) (Middle) C/O VERTEX, INC. 2301 RENAISSANCE BLVD (Street) KING OF PRUSSIA PA 19406 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Vertex, Inc. [VERX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) 12/26/2024 | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 | | | |
| Class A Common Stock | 12/20/2024 | | C | | 450,000 | A | \$0 | 457,895 | 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. 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | Class A Common Stock | 2,639,927 ⁽¹⁾ | | 2,639,927 ⁽¹⁾ | I | By The 2009 Jeffrey R. Westphal Generation Skipping Trust |
| Class B Common Stock | (2) | 12/20/2024 | | C | | 450,000 ⁽¹⁾⁽²⁾ | | (2) | (2) | Class A Common Stock | 388,000 ⁽¹⁾ | \$0 | 388,000 ⁽¹⁾ | D | |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | Class A Common Stock | 1,153,756 | | 1,153,756 | I | By Rainer J. Westphal 2007 Separate Exempt Trust FBO Jeffrey Westphal |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | Class A Common Stock | 332,244 | | 332,244 | I | By Rainer J. Westphal 2007 Separate Exempt Trust FBO Jeffrey Westphal |

Explanation of Responses:

- On December 24, 2024, the Reporting Person converted 450,000 shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A common stock. These shares were inadvertently reported on the Form 4 filed by the Reporting Person on December 26, 2024 as transferred from the The 2009 Jeffrey R. Westphal Generation Skipping Trust ("GST") to the Reporting Person's individual account. The GST's ownership and the Reporting Person's direct ownership have been adjusted to correct this error.
- The Class B Common Stock is convertible at any time at the option of the holder into one share of the Issuer's Class A Common Stock and has no expiration date. The Class B Common Stock will automatically convert into shares of the Issuer's Class A Common Stock on a one-to-one basis either (1) upon any transfer of the Class B Common Stock by the holder, whether or not for value, subject to certain exceptions or (2) if the voting power of the Issuer's outstanding Class B Common Stock represents less than 10% of the combined voting power of all of the Issuer's outstanding common stock.

Remarks:

By virtue of being party to a certain Third Amended and Restated Stockholders' Agreement (the "Stockholders' Agreement"), the Reporting Person may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to the securities reported herein with the other parties who are bound by the Stockholders' Agreement, which such "group" beneficially owns, in the aggregate, in excess of 10% of the outstanding shares of common stock of the Issuer. The Reporting Person disclaims beneficial ownership of any securities owned by any of the other signatories to the Stockholders' Agreement and the filing of this Form 4 shall not be deemed an admission, for purposes of Section 16 of the Exchange Act or otherwise, that the Reporting Person and any other person or persons constitute a "group" for purposes of Section 13(d)(3) of the Exchange Act or Rule 13d-5 thereunder. The Reporting Person does not have any pecuniary interest in any of the securities beneficially owned by any of the other signatories to the Stockholders' Agreement.

/s/ Anton Pamer, Attorney-in-Fact

01/03/2025

** 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.

