

FORM 4

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 * Gil Benavides Jesus Salvador (Last) (First) (Middle) 125 SOUTH WACKER DRIVE, SUITE 1500 (Street) CHICAGO, IL 60606 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FreightCar America, Inc. [RAIL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/31/2024</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock	1/31/2024		D		106,789	D	\$0	28,772	D	
Common Stock								640,603	I	See footnote (3)
Common Stock								316,013	I	See footnote (4)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Employee Stock Option	\$2.73	1/31/2024		D		59,638		(6)	1/31/2024	Common Stock	59,638	\$0	0	D	
Employee Stock Option	\$3.22	1/31/2024		D		33,045		(8)	4/30/2024	Common Stock	33,045	\$0	17,022	D	
Employee Stock Option	\$3.82	1/31/2024		D		14,141		(2)	4/30/2024	Common Stock	14,141	\$0	28,709	D	
Employee Stock Option	\$3.81							(10)	4/30/2024	Common Stock	12,608		12,608	D	
Employee Stock Option	\$2.38							(11)	4/30/2024	Common Stock	300,000		300,000	D	

Explanation of Responses:

- (1) Forfeiture of unvested restricted shares pursuant to Rule 16b-3(e) upon recipient's voluntary resignation and termination of employment status effective January 31, 2024. Forfeiture of restricted shares was contemplated in the terms of the awards when the awards were approved.
- (2) The restricted shares were granted pursuant to the Issuer's 2022 Long Term Incentive Plan and no consideration was paid by the recipient for the restricted shares upon grant or forfeiture.
- (3) Represents 640,603 shares owned by Fabricaciones y Servicios de Mexico, S.A. de C.V., a corporation in which Jesus Salvador Gil Benavides owns 33% of the equity interests, and therefore is deemed to have voting and dispositive power over 33% of the shares held by such entity. Fabricaciones y Servicios de

Mexico, S.A. de C.V., which is owned by Jesus Salvador Gil Benavides, Alejandro Gil and Salvador Gil, owns a total of 1,941,221 shares of common stock of the Company.

- (4) Represents 316,013 shares owned by Agben de Mexico, S.A. de C.V., a corporation in which Jesus Salvador Gil Benavides owns 99% of the equity interests, and therefore is deemed to have voting and dispositive power over the securities held by such entity.
- (5) Forfeiture of unvested options pursuant to Rule 16b-3(e) upon recipient's voluntary resignation and termination of employment status effective January 31, 2024. Forfeiture of options was contemplated in the terms of the awards when the awards were approved.
- (6) On January 4, 2024 the recipient was granted 59,638 options. The recipient's employment status was terminated and the options forfeited in full. Forfeiture of the options was contemplated under the terms of the award when the award was approved.
- (7) The options were granted pursuant to the Issuer's 2022 Long Term Incentive Plan, for which no consideration was paid by the recipient upon grant or forfeiture.
- (8) On January 6, 2023, the recipient was granted 50,067 options. 33,045 options forfeited on January 31, 2024 when the recipient's employment status was terminated. Forfeiture of the options was contemplated under the terms of the award when the award was approved. 17,022 options are fully vested and exercisable until April 30, 2024, at which point the options will be forfeited if not exercised.
- (9) On January 17, 2022, the recipient was granted 42,850 options. 14,141 options forfeited on January 31, 2024 when the recipient's employment status was terminated. Forfeiture of the options was contemplated under the terms of the award when the award was approved. 28,709 options are fully vested and exercisable until April 30, 2024, at which point the options will be forfeited if not exercised.
- (10) On January 28, 2021, the recipient was granted 12,608 options which are fully vested and exercisable. The recipient's employment status was terminated on January 31, 2024. As such, the options remain fully vested and exercisable until April 30, 2024, at which point the options will be forfeited if not exercised.
- (11) On January 5, 2021, the recipient was granted 300,000 cash settled stock appreciation rights which are fully vested and exercisable. The recipient's employment status was terminated on January 31, 2024. As such, the options remain fully vested and exercisable until April 30, 2024, at which point the options will be forfeited if not exercised.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gil Benavides Jesus Salvador 125 SOUTH WACKER DRIVE SUITE 1500 CHICAGO, IL 60606	X			

Signatures

/s/ Celia Perez, as attorney in fact

2/2/2024

**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.

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