

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 * Meyer James R <small>(Last) (First) (Middle)</small> 125 SOUTH WACKER DRIVE, SUITE 1500 <small>(Street)</small> CHICAGO, IL 60606 <small>(City) (State) (Zip)</small>	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">11/14/2024</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	11/14/2024		P		23,400	A	\$10.74 ⁽¹⁾	838,278	D	
Common Stock								17,327	I	See footnote ⁽²⁾

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							⁽³⁾	1/4/2034	Common Stock	241,500 ⁽⁴⁾	241,500	D		
Employee Stock Option	\$3.22							⁽⁵⁾	1/6/2033	Common Stock	188,585 ⁽⁴⁾	188,585	D		
Employee Stock Option	\$3.82							⁽⁶⁾	1/17/2032	Common Stock	161,402 ⁽⁴⁾	161,402	D		
Employee Stock Option	\$3.81							⁽⁷⁾	1/28/2031	Common Stock	113,276 ⁽⁴⁾	113,276	D		
Employee Stock Appreciation Right	\$2.38							⁽⁸⁾	1/5/2031	Common Stock	750,000 ⁽⁴⁾	750,000	D		
Employee Stock Appreciation Right	\$1.66							⁽⁹⁾	1/24/2030	Common Stock	332,005 ⁽⁴⁾	332,005	D		
Employee Stock Option	\$7.41							⁽¹⁰⁾	1/14/2029	Common Stock	72,959 ⁽⁴⁾	72,959	D		
Employee Stock Option	\$16.66							⁽¹¹⁾	1/12/2028	Common Stock	33,025 ⁽⁴⁾	33,025	D		
Employee Stock Option	\$16.44							⁽¹²⁾	7/31/2027	Common Stock	350,000 ⁽⁴⁾	350,000	D		

Explanation of Responses:

(1) Constitutes the weighted average purchase price for multiple transactions reported on this line having prices per share ranging from \$10.50 to \$10.93. The Reporting Person will provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding each separate

transaction.

- (2) The securities are owned by Cinci-Cebu, Inc. James Meyer owns 100% of Cinci-Cebu, Inc. and is deemed to beneficially own all of the securities owned by Cinci-Cebu, Inc.
- (3) The options vest in three equal annual installments beginning on January 4, 2025.
- (4) Pursuant to Section 3.7 of the Issuer's Executive Severance Plan, awards permit vesting and/or exercisability, as applicable, to continue in accordance with their original terms subsequent to the Reporting Person's resignation from employment.
- (5) On January 6, 2023, the recipient was granted 188,585 options. 64,118 options are fully vested and currently exercisable, 62,233 options will vest on January 6, 2025 and 62,234 options will vest on January 6, 2026
- (6) On January 17, 2022, the recipient was granted 161,402 options. 108,139 options are fully vested and currently exercisable. 53,263 options will vest on January 17, 2025.
- (7) On January 28, 2021, the recipient was granted 113,276 options which are fully vested and currently exercisable.
- (8) On January 5, 2021, the recipient was granted 750,000 cash-settled stock appreciation rights which are fully vested and currently exercisable.
- (9) On January 24, 2020 the recipient was granted 332,005 cash-settled stock appreciation rights which are fully vested and currently exercisable.
- (10) On January 14, 2019, the recipient was granted 72,959 options which are fully vested and currently exercisable.
- (11) On January 12, 2018, the recipient was granted 33,025 options which are fully vested and currently exercisable.
- (12) On July 31, 2017, the recipient was granted 350,000 options. The options vest and become exercisable based on a trailing 90-consecutive calendar day average closing price of one share of the Issuer's common stock (the "Stock Price") in the following proportions, provided the option holder remains continuously employed by the Issuer until the applicable vesting date: 34% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$5.00 per share above the exercise price, an additional 33% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$10.00 per share above the exercise price and the final 33% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$15.00 per share above the exercise price.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meyer James R 125 SOUTH WACKER DRIVE SUITE 1500 CHICAGO, IL 60606	X			

Signatures

/s/ Celia Perez, as attorney in fact

11/18/2024

 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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