

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 * Bowman Mary Kay <small>(Last) (First) (Middle)</small> C/O BILL HOLDINGS, INC., 6220 AMERICA CENTER DR., SUITE 100 <small>(Street)</small> SAN JOSE, CA 95002 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BILL Holdings, Inc. [BILL] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/28/2026</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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. 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	2/28/2026		M		14,788	A	(1)	56,716	D	
Common Stock	2/28/2026		M		4,147	A	(2)	60,863	D	
Common Stock	2/28/2026		F		5,063 (3)	D	\$44.19	55,800	D	

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				
Restricted Stock Unit	(1)	2/28/2026		M		7,451		(4)	(4)	Common Stock	7,451	\$0	74,508	D	
Performance Stock Units	(2)	2/28/2026		M		4,147		(5)	(5)	Common Stock	4,147	\$0	24,884	D	
Restricted Stock Units	(1)	2/28/2026		M		7,337		(6)	(6)	Common Stock	7,337	\$0	14,673	D	

Explanation of Responses:

- (1) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock.
- (2) Each Performance Stock Unit ("PSU") represents a conditional right to receive one share of the Issuer's Common Stock.
- (3) Represents shares withheld to satisfy the tax withholding obligation in connection with the vesting of RSUs and PSUs.
- (4) The RSUs vest as to 1/4th of the total shares on August 28, 2025, and thereafter 1/16th of the total shares vest quarterly over three years, subject to the continued service of the Reporting Person on each vesting date.
- (5) The PSUs vest over three years; 1/3rd vests on August 28, 2025, and thereafter the remaining 2/3rd will vest quarterly over two years, subject to the continuing service of the Reporting Person on each vesting date.
- (6) The RSUs vest in 4 equal quarterly installments over one year, beginning November 28, 2025, subject to the continuing service of the Reporting Person on

each vesting date.

Remarks:

EVP, Payments and Financial Services

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bowman Mary Kay C/O BILL HOLDINGS, INC. 6220 AMERICA CENTER DR., SUITE 100 SAN JOSE, CA 95002			See Remarks	

Signatures

/s/ Michael Dunn, Attorney-in-Fact

3/3/2026

**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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