

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 * ASHKEN IAN G H <small>(Last) (First) (Middle)</small> C/O API GROUP CORP, 1100 OLD HIGHWAY 8 NW <small>(Street)</small> NEW BRIGHTON, MN 55112 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol APi Group Corp [APG] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/11/2024</p>	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)
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	11/11/2024		S		46,457 ⁽¹⁾	D	\$36.98 ⁽²⁾	5,632,322	I	by IGHA Holdings, LLLP ⁽³⁾
Common Stock	11/12/2024		S		92,523 ⁽¹⁾	D	\$36.7 ⁽⁴⁾	5,539,799	I	by IGHA Holdings, LLLP ⁽³⁾
Common Stock	11/12/2024		S		7,152 ⁽¹⁾	D	\$37.05 ⁽⁵⁾	5,532,647	I	by IGHA Holdings, LLLP ⁽³⁾
Common Stock								3,948	D	
Common Stock								28,062	I	By Ian G.H. Ashken Living Trust ⁽⁶⁾
Common Stock								1,659	I	By Mariposa Acquisition IV, LLC ⁽⁷⁾
Common Stock								200,000	I	See footnote ⁽⁸⁾

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 Units	⁽⁹⁾							⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	3,810		3,810	D	
Series A Preferred Stock	⁽¹¹⁾							⁽¹¹⁾	⁽¹¹⁾	Common Stock	768,000		768,000	I	By Mariposa Acquisition IV, LLC ⁽⁷⁾

Explanation of Responses:

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by IGHA Holdings, LLLP on August 7, 2024.
- (2) Represents the weighted average price of the shares sold on November 11, 2024. The prices of the shares sold pursuant to the transactions ranged from \$36.78 to \$37.37 per share. IGHA Holdings, LLLP, upon request, will provide the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares sold at each separate price.
- (3) The shares of Common Stock reported herein are held directly by IGHA Holdings, LLLP, the general partner of which is wholly-owned by The Ian G.H. Ashken Living Trust (the "Ashken Trust"), of which Mr. Ashken is the trustee and beneficiary. Mr. Ashken disclaims beneficial ownership of any shares except to the extent of his pecuniary interest therein.
- (4) Represents the weighted average price of the shares sold on November 12, 2024. The prices of the shares sold pursuant to the transactions ranged from \$36.03 to \$37.03 per share. IGHA Holdings, LLLP, upon request, will provide the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares sold at each separate price.
- (5) Represents the weighted average price of the shares sold on November 12, 2024. The prices of the shares sold pursuant to the transactions ranged from \$37.04 to \$37.06 per share. IGHA Holdings, LLLP, upon request, will provide the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares sold at each separate price.
- (6) The shares of Common Stock reported herein are held directly by the Ashken Trust, of which Mr. Ashken is the trustee and beneficiary. Mr. Ashken disclaims beneficial ownership of any shares except to the extent of his pecuniary interest therein.
- (7) The shares of Common Stock and Series A Preferred Stock are held directly by Mariposa Acquisition IV, LLC. IGHA Holdings, LLLP, the general partner of which is wholly-owned by The Ian G.H. Ashken Living Trust (the "Ashken Trust"), of which Mr. Ashken is the trustee and beneficiary, holds a limited liability company interest in Mariposa Acquisition IV, LLC and, as a result, may be deemed to have a pecuniary interest in 1,659 shares of Common Stock and 768,000 shares of Series A Preferred Stock held by Mariposa Acquisition IV, LLC. Mr. Ashken disclaims beneficial ownership of any shares except to the extent of his pecuniary interest therein.
- (8) Held jointly in an account by the Ashken Trust and the Nancy K. Ashken Living Trust.
- (9) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (10) These restricted stock units vest on June 14, 2025, which is the one-year anniversary of the grant date, subject to the Reporting Person's continuous service with the Issuer as of the vesting date.
- (11) The Series A Preferred Stock is convertible at any time at the election of the holder, on a one-for-one basis, into shares of Common Stock for no additional consideration. The Series A Preferred Stock shall automatically convert into Common Stock on the last day of the seventh full financial year of the Issuer following October 1, 2019 (or if such date is not a trading day, the first trading day immediately following such date).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHKEN IAN G H C/O API GROUP CORP 1100 OLD HIGHWAY 8 NW NEW BRIGHTON, MN 55112	X			

Signatures/s/ Louis B. Lambert, Attorney-in-Fact11/13/2024

**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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