SEC For		4			TEQ	SECUE	ודיב		ЕХСПУ		ОММІС	SION				
FORM 4			UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549											OMB APPROVAL		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).			STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940										Estim	Numbe ated av per res	erage burde	3235-0287 n 0.5
transac contrac the pur securit to satis condition	rchase or sale of	e pursuant to a r written plan for of equity r that is intended ve defense			or Se	ection 30(h) o	of the	Investment C	ompany Act	of 1940						
1. Name and Address of Reporting Person Markelewicz Robert J. Jr.											5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) C/O ABPRO HOLDINGS, INC.			(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2024							Officer (give title Other (specify below) below) Chief Medical Officer				specify	
68 CUMMINGS PARK DRIVE (Street) WOBURN MA			01801	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line)	 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting 					
(City) (State) (Zip)					Person											
		Т	able I - Non			-		quired, Di	-							
1. Title of Security (Instr. 3)				2. Transact Date (Month/Day		Execution if any	2A. Deemed Execution Date, if any (Month/Day/Year)		4. Securities Acquired (A) (Disposed Of (D) (Instr. 3, 4) Securities Fo Beneficially (D Owned Following Reported Transaction(s) (Instr. 3 and 4)		Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code V	Amount	(A) or (D)	Price					、,	
			Table II - I	Derivat	ive Se	curities /	Acai	uirod Dier	ho boso	or Rono	ficially (wpod				
								, options,				Wileu				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		e.g., pi			of A) or		convertik		d Amount es Security	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Beneficia Owned Followin Reported	ve es ally Ig d	10. Ownershij Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	(3A. Deemed Execution Date if any	e.g., pi 4. Tran Cod	uts, ca saction e (Instr.	5. Number Derivative Securities Acquired (Disposed o (D) (Instr. 3	of A) or	6. Date Exerce Expiration D	convertik	7. Title and of Securiti Underlying Derivative	d Amount es Security	8. Price of Derivative Security	derivativ Securitie Beneficia Owned Followin	ve es ally ig d tion(s)	Ownershij Form: Direct (D) or Indirect	o of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	(3A. Deemed Execution Date if any	e.g., pi ar)	uts, ca saction e (Instr.	5. Number Derivative Securities Acquired (Disposed o (D) (Instr. 3 and 5)	ants, of (A) or of 3, 4	, options, 6. Date Exerc Expiration D (Month/Day/ ¹ Date	convertik isable and ate 'ear) Expiration	7. Title an of Securit Underlyin, Derivative (Instr. 3 ar	Amount a Amount as Security ad 4) Amount or Number	8. Price of Derivative Security	derivativ Securitie Beneficia Owned Followin Reported Transact	ve es ally ng d tion(s)	Ownershij Form: Direct (D) or Indirect	o of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3) Stock option (right to	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	(3A. Deemed Execution Date if any	e.g., pi e, 4. Tran Cod 8) Cod	uts, ca saction e (Instr.	S. Number Derivative Securities Acquired (Disposed (D) (Instr. 3 and 5) (A)	ants, of (A) or of 3, 4	, options, 6. Date Exerc Expiration D (Month/Day/ Date Exercisable	convertit isable and te 'ear) Expiration Date	ble securi of securit Underlyin Derivative (Instr. 3 ar Title Common Stock, par value \$0.0001	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	ve es ally ng d tion(s)	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	o of Indirect Beneficial Ownership (Instr. 4)
Derivative Security (Instr. 3) Stock option (right to buy) Stock option (right to	Conversion or Exercise Price of Derivative Security \$1.73	Date (Month/Day/Year)	(3A. Deemed Execution Date if any	e.g., pi a, 4. Tran Cod 8) Cod	uts, ca saction e (Instr.	S. Number 5. Number Derivative Securities Acquired (Disposed ((D) (Instr. 3) and 5) (A) 24,300 ⁽¹⁾	ants, of (A) or of 3, 4	, options, 6. Date Exercise Expiration D (Month/Day/ Date Exercisable	convertik	le securi 7. Title an of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock, par value \$0.0001 per share Common Stock, par value \$0.0001	ities) d Amount es Security d 4) Amount or Number of Shares 24,300	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Benefici: Owned Followin Reportee Transact (Instr. 4)	re ss ally g d tion(s) 00	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	o of Indirect Beneficial Ownership (Instr. 4)
Stock option (right to buy)	Conversion or Exercise Price of Derivative Security \$1.73 \$1.73	Date (Month/Day/Year)	(3A. Deemed Execution Date if any	e.g., pi a, 4. Tran Cod 8) Cod A	uts, ca saction e (Instr.	Alls, warra 5. Number Derivative Securities Acquired (Disposed (D) (Instr. 3 and 5) (A) 24,300 ⁽¹⁾ 538,600 ⁽¹⁾	ants, of (A) or of 3, 4	, options, 6. Date Exercisation D (Month/Day/ Date Exercisable (2) (2)	convertik	le secuit of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock, par value \$0.0001 per share Common Stock, par value \$0.0001 per share Common Stock, par value \$0.0001 per share	ities) d Amount es Security d 4) Amount or Number of Shares 24,300 538,600	8. Price of Derivative Security (Instr. 5) \$0 \$0	derivativ Securitie Benefici. Owned Followin Reported Transact (Instr. 4) 24,3(538,6	re ss ally g d tion(s) 00 00	Dwnership Form: Direct (D) or Indirect (I) (Instr. 4	o of Indirect Beneficial Ownership (Instr. 4)
Stock option (right to buy)	Conversion or Exercise Price of Derivative Security \$1.73 \$1.73 \$1.63	Date (Month/Day/Year) 11/13/2024 11/13/2024 11/13/2024	(3A. Deemed Execution Date if any	e.g., pi a, 4. Tran Cod 8) Cod A A A	uts, ca saction e (Instr.	Alls, warra 5. Number Derivative Securities Acquired (Disposed (D) (Instr. 3 and 5) (A) 24,300 ⁽¹⁾ 538,600 ⁽¹⁾ 29,800 ⁽¹⁾	ants, of (A) or of 3, 4	, options, 6. Date Exercisable Date Exercisable (2) (2) (2)	convertik	 Ite securit underlyin Derivative (Instr. 3 ar Title Common Stock, par value sould per share 	ities) d Amount es Security d 4) Amount or Number of Shares 24,300 538,600 29,800	8. Price of Derivative Security (Instr. 5) \$0 \$0 \$0	derivativ Securitie Benefici. Owned Followin Reported Transact (Instr. 4) 24,3(538,6	re ss ally d tion(s) 00 00 00 00	Dwnership Form: Direct (D) or Indirect (I) (Instr. 4	o of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

Stock

buy)

option (right to

1. Reflects the issuance by Abpro Holdings, Inc. (f/k/a Atlantic Coastal Acquisition Corp. II) (the "Issuer") of rollover stock options awards in connection with the closing of the business combination between Issuer and Abpro Corporation, a Delaware corporation ("Abpro"), pursuant to a Business Combination Agreement, dated as of December 11, 2023 (as amended by Amendment No. 1 to Business Combination Agreement, dated September 4, 2024, the "Business Combination Agreement"), among the Issuer, Abpro Merger Sub Corp, a Delaware corporation, and Abpro.

(4)

10,200⁽¹⁾

Α

Common

Stock, par value \$0.0001

per share

10,200

\$<mark>0</mark>

10,200

D

02/18/2032

2. This stock option award is 100% vested.

\$1.<mark>63</mark>

11/13/2024

3. This stock option award was initially granted by Abpro to the reporting person on April 14, 2021. The sock option award vests as follows: twenty-five percent (25%) the shares subject to the option vested on April 14, 2022, and the remaining seventy-five percent (75%) of the total number of shares subject to the option vest in thirty-six (36) substantially equal monthly installments thereafter, subject to the reporting person's continuous service to the Issuer through such date.

4. This stock option award was initially granted by Abpro to the reporting person on February 18, 2022. The sock option award vests as follows: twenty-five percent (25%) the shares subject to the option vested on February 18, 2023, and the remaining seventy-five percent (75%) of the total number of shares subject to the option vest in thirty-six (36) substantially equal monthly installments thereafter, subject to the reporting person's continuous service to the Issuer through such date.

<u>/s/ Nelson Mullins Riley &</u> <u>Scarborough LLP, Attorney-in-</u><u>11/15/2024</u> <u>Fact</u>

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.