

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>SMITH JONALIN S.</b>  <small>(Last) (First) (Middle)</small>  <b>2700 MILAN COURT</b>  <small>(Street)</small>  <b>BIRMINGHAM, AL 35211</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>HIBBETT INC [ HIBB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>SVP Merchandising</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/25/2024</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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)	7/25/2024		M		6,498 (2)(3)	A	\$87.5	6,921	D	
Common Stock (1)	7/25/2024		A		9,745 (4)	A	\$0	16,666	D	
Common Stock (1)	7/25/2024		D		16,666 (2)(3)(4)	D	\$87.5	0	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 Units	\$0	7/25/2024		M		6,498		(2)(3)	(2)(3)	Common Stock	6,498	\$0	0	D	

**Explanation of Responses:**

- (1) Pursuant to the Agreement and Plan of Merger, dated as of April 23, 2024 (the Merger Agreement), by and among Hibbett, Inc., a Delaware corporation (the Company), Genesis Holdings, Inc., an Indiana corporation (Parent), Steps Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Parent (Merger Sub) and, solely for purposes of certain provisions specified therein, JD Sports Fashion plc, a company incorporated under the laws of England and Wales and the ultimate parent company of Parent and Merger Sub, each share of common stock, par value \$0.01 per share, of the Company (Company Common Stock) was converted into the right to receive \$87.50 in cash, without interest.
- (2) Includes 2,596 Vested Company RSU Awards (as defined in the Merger Agreement). In accordance with the terms of the Merger Agreement, each Vested Company RSU Award that was outstanding as of immediately prior to the effective time of the merger (the Effective Time), automatically became fully vested and was cancelled by virtue of the merger without any action on the part of any holder or beneficiary thereof and entitled the holder to receive an amount in cash, without interest and subject to applicable withholding taxes, equal to the product of (1) the number of shares of Company Common Stock then underlying such restricted stock unit award as of immediately prior to the Effective Time, and (2) the per share merger consideration of \$87.50.
- (3) Includes 3,902 Specified Company RSU Awards (as defined in the Merger Agreement). In accordance with the terms of the Merger Agreement, each Specified Company RSU Award that was outstanding as of immediately prior to the Effective Time, automatically became cancelled by virtue of the merger without any action on the part of any holder or beneficiary thereof and entitled the holder to receive an unvested amount in cash, without interest and subject to applicable withholding taxes, equal to the product of (1) the number of shares of Company Common Stock then underlying such award as of immediately prior to the Effective Time, and (2) the per share merger consideration of \$87.50, vesting subject to the continued service of the former holder with Parent and

its affiliates, on the same time-based vesting schedule and otherwise on substantially the same terms as the corresponding Specified Company RSU Awards, except as otherwise provided for in the Merger Agreement.

- (4) Includes 9,745 performance stock units. In accordance with the terms of the Merger Agreement, each Vested Company PSU Award (as defined in the Merger Agreement) that was outstanding as of immediately prior to the effective time of the merger, automatically became fully vested and was cancelled by virtue of the merger without any action on the part of any holder or beneficiary thereof and entitled the holder to receive an amount in cash, without interest and subject to applicable withholding taxes, equal to the product of (1) the number of shares of Company Common Stock that would have vested pursuant to the terms of such performance stock unit award, assuming that any performance based vesting conditions applicable to such performance stock unit award for any performance period that had not been completed as of the effective time were achieved at target performance levels, and (2) the per share merger consideration of \$87.50.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JONALIN S. 2700 MILAN COURT BIRMINGHAM, AL 35211				SVP Merchandising

**Signatures**

/s/ Jonalin S. Smith

7/25/2024

\*\*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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