SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
MILLER DAVID (JAMES)

(Last) (First) (Middle)
15333 JOHN F KENNEDY BOULEVARD
SUITE 400

(Street)
HOUSTON TX 77032

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MATRIX SERVICE CO [MTRX]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director — 10% Owner
☑ Officer (give title below) — Other (specify below)
VP & General Counsel

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	08/25/2026		A		5,432(1)	A	$0	25,979	D	
Common Stock	08/27/2026		M		1,702	A	(2)	27,681	D	
Common Stock	08/27/2026		D		1,702	D	$10.91	25,979	D	
Common Stock	08/27/2026		F		669(3)	D	$10.91	25,310	D	
Common Stock	08/27/2026		M		1,607	A	(2)	26,917	D	
Common Stock	08/27/2026		D		1,607	D	$10.91	25,310	D	
Common Stock	08/27/2026		F		632(3)	D	$10.91	24,678	D	
Common Stock	08/29/2026		M		2,370	A	(2)	27,048	D	
Common Stock	08/29/2026		D		2,370	D	$10.83	24,678	D	
Common Stock	08/29/2026		F		932(3)	D	$10.83	23,746	D	
Common Stock	08/30/2026		M		967	A	(2)	24,713	D	
Common Stock	08/30/2026		D		967	D	$10.83	23,746	D	
Common Stock	08/30/2026		F		380(3)	D	$10.83	23,366	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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	(2)	08/25/2026		A		5,432(4)		08/25/2027	08/25/2029	Common Stock	5,432	$0	5,432	D	
Restricted Stock Units	(2)	08/27/2026		M			1,702	08/27/2025(5)	08/27/2028	Common Stock	1,702	$0	3,404	D	
Restricted Stock Units	(2)	08/27/2026		M			1,607	08/27/2026(6)	08/27/2029	Common Stock	1,607	$0	4,819	D	
Restricted Stock Units	(2)	08/29/2026		M			2,370	08/29/2024(7)	08/29/2027	Common Stock	2,370	$0	2,369	D	
Restricted Stock Units	(2)	08/30/2026		M			967	08/30/2023(8)	08/30/2026	Common Stock	967	$0	0	D	

Explanation of Responses:

1. Restricted Stock Unit - each unit will entitle the reporting person to one share of Matrix Service Company Common Stock if and when the conditions of the restriction have been satisfied. For this grant, one-third

will vest each year for the next three years on the anniversary dates.

2. Each Restricted Stock Unit is the economic equivalent of one share of Matrix Service Company Common Stock. All Restricted Stock Units are settled solely in Cash when vested.

3. Shares disposed to satisfy tax obligation due on vest date for Stock-Settled Restricted Stock Units.

4. Each unit will entitle the reporting person to the Cash equivalent of one share of Matrix Service Company Common Stock if and when the conditions of the restriction have been satisfied. For this grant, one-third will vest each year for the next three years on the anniversary dates.

5. For this service-based award of Cash-Settled Restricted Stock Units, 25% will vest each year from August 27, 2025 to August 27, 2028.

6. For this service-based award of Cash-Settled Restricted Stock Units, 25% will vest each year from August 27, 2026 to August 27, 2029.

7. For this service-based award of Cash-Settled Restricted Stock Units, 25% will vest each year from August 29, 2024 to August 29, 2027.

8. For this service-based award of Cash-Settled Restricted Stock Units, 25% will vest each year from August 30, 2023 to August 30, 2026.

Remarks:

David J. Miller	09/04/2026
** Signature of Reporting Person	Date