

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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.

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Prejean Robert Wayne</u> (Last) (First) (Middle) <u>C/O DRILLING TOOLS INTERNATIONAL CORP.</u> <u>10370 RICHMOND AVENUE, SUITE 1000</u> (Street) <u>HOUSTON TX 77042</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Drilling Tools International Corp [DTI]</u> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2026</u>	
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	02/28/2026		F		18,543	D	\$0	491,076	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	(1)							(2)	(2)	Common Stock	(2)		213,270	D	
Restricted Stock Units	(1)							(3)	(3)	Common Stock	(3)		85,721	D	
Performance Stock Units	(4)							(5)	(5)	Common Stock	(5)		257,162	D	
Stock Option (Right to Buy)	(6)							(6)	(6)	Common Stock	(6)		1,000,000	D	
Stock Option (Right to Buy)	(7)							(7)	(7)	Common Stock	(7)		1,201,872	D	

Explanation of Responses:

1. Each RSU represents a contingent right to receive one share of the Company common stock.
2. The RSUs vest in substantially equal installments on each of the first four (4) anniversaries of the grant date, February 28, 2025.
3. On February 27, 2026, the reporting person was granted 85,721 RSUs under the Company's 2023 Omnibus Incentive Plan, as may be amended from time to time (the "Plan"), pursuant to the 2026 long-term incentive program approved by the Board of Directors (the "2026 LTIP"). The RSUs vest in substantially equal installments on each of the first three (3) anniversaries of the grant date, subject to continued service.
4. Each performance stock unit ("PSU") represents a contingent right to receive one share of the Company's common stock.
5. On February 27, 2026, the reporting person was granted 257,162 PSUs under the Plan, pursuant to the 2026 LTIP. The PSUs are subject to the achievement of performance conditions based on EBITDA, weighted at 100%, with annual reset over a three-year performance vesting period. Achievement at threshold results in a 50% payout opportunity, while achievement at maximum results in a 200% payout opportunity.
6. Two-thirds (2/3) of the stock options have vested in substantially equal installments on each of the first two (2) anniversaries of the grant date, with the remaining one-third (1/3) scheduled to vest on the third (3rd) anniversary of the grant date, February 14, 2024.
7. All shares of common stock subject to the stock options are vested.

Remarks:

The Reporting Person may be deemed to have voting power and dispositive power over the shares held by Robjon Holdings, L.P. ("Robjon"). The Reporting Person is the President, Manager and sole owner of Robjon LLC, Robjon's general partner. The Reporting Person disclaims any beneficial ownership of any shares of common stock held by Robjon, other than his pecuniary interest therein.; On March 12, 2026, the reporting person filed a Form 4 which inadvertently reported that, following the vesting of restricted stock units ("RSUs"), he retained 71,090 shares of common stock. In fact, as reported in this amendment, 18,543 shares were withheld by Drilling Tools International Corp (the "Company") to pay for taxes. The corrected amount is reflected in this amendment.

/s/ Robert Wayne Prejean08/03/2026

** Signature of Reporting PersonDate

* 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.