

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL  
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### 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

(Print or Type Responses)

1. Name and Address of Reporting Person* Holmes George B		2. Issuer Name and Ticker or Trading Symbol Resonant Inc [RESN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last) (First) (Middle) C/O RESONANT INC. 10900 STONELAKE BLVD., SUITE 100, OFFICE 02-130		3. Date of Earliest Transaction (Month/Day/Year) 03/28/2022			
(Street) AUSTIN, TX 78759		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(City) (State) (Zip)					

**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	03/28/2022		U		500,436	D	\$ 4.5	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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					
Stock Options (Right to Buy)	\$ 4.51	03/28/2022		D				(1)	08/07/2027	Common Stock	5,824	(1)	0	D
Stock Options (Right to Buy)	\$ 4.62	03/28/2022		D				(1)	11/06/2027	Common Stock	7,663	(1)	0	D
Restricted Stock Units	(2)	03/28/2022		D				(3)	09/30/2022	Common Stock	500,000	\$ 4.5	0	D
Restricted Stock Units	(2)	03/28/2022		D				(4)	(4)	Common Stock	3,205	\$ 4.5	0	D
Restricted Stock Units	(2)	03/28/2022		D				(5)	(5)	Common Stock	24,013	\$ 4.5	0	D
Restricted Stock Units	(2)	03/28/2022		D				(6)	(6)	Common Stock	100,000	\$ 4.5	0	D
Restricted Stock Units	(2)	03/28/2022		D				(7)	(7)	Common Stock	115,830	\$ 4.5	0	D
Restricted Stock Units	(2)	03/28/2022		D				(8)	(8)	Common Stock	188,053	\$ 4.5	0	D

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes George B C/O RESONANT INC. 10900 STONELAKE BLVD., SUITE 100, OFFICE 02-130 AUSTIN, TX 78759	X		Chief Executive Officer	

## Signatures

/s/Martin S. McDermut, Attorney-In-Fact		03/28/2022
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* 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).
- (1) In connection with the Agreement and Plan of Merger, dated February 14, 2022, by and among Murata Electronics North America, Inc., PJ Cosmos Acquisition Company, Inc. and Resonant Inc. (the "Merger Agreement"), this stock option, which is fully vested, was cancelled in the merger.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Resonant Inc. common stock.
  - (3) In connection with the Merger Agreement, these restricted stock units, which provided for vesting upon certain performance-based parameters, were cancelled in the merger.  
In connection with the Merger Agreement, these restricted stock units, which provided for vesting of 3,205 shares on December 1, 2022, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. Upon the termination of the holder's employment with Resonant Inc. immediately following consummation of the merger, these assumed restricted stock units became fully vested and will be settled in cash.
  - (4) In connection with the Merger Agreement, these restricted stock units, which provided for vesting of 24,013 shares on December 1, 2022, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. Upon the termination of the holder's employment with Resonant Inc. immediately following consummation of the merger, these assumed restricted stock units became fully vested and will be settled in cash.
  - (5) In connection with the Merger Agreement, these restricted stock units, which provided for vesting of 50,000 shares on each of December 1, 2022 and December 1, 2023, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. Upon the termination of the holder's employment with Resonant Inc. immediately following consummation of the merger, these assumed restricted stock units became fully vested and will be settled in cash.
  - (6) In connection with the Merger Agreement, these restricted stock units, which provided for vesting of 38,610 shares on each of December 1, 2022, December 1, 2023 and December 1, 2024, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. Upon the termination of the holder's employment with Resonant Inc. immediately following consummation of the merger, these assumed restricted stock units became fully vested and will be settled in cash.
  - (7) In connection with the Merger Agreement, these restricted stock units, which provided for vesting of 47,014 shares on December 1, 2022, and an additional 47,013 shares on each of December 1, 2023, December 1, 2024 and December 1, 2025, were assumed and converted into a right of the holder to receive upon settlement an amount in cash equal to the per share merger consideration of \$4.50 multiplied by the number of shares of common stock subject to such restricted stock units immediately prior to the merger. Upon the termination of the holder's employment with Resonant Inc. immediately following consummation of the merger, these assumed restricted stock units became fully vested and will be settled in cash.
  - (8)

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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