

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

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

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 * <u>FRADIN ROGER</u> <hr/> (Last) (First) (Middle) <u>C/O JANUS INTERNATIONAL GROUP, INC.</u> <u>135 JANUS INTERNATIONAL BLVD.</u> <hr/> (Street) <u>TEMPLE GA 30179</u> <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Janus International Group, Inc. [JBI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2024</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | | | | | | | | 46,283 ⁽¹⁾ | D | |
| Common Stock | 12/12/2024 | | G | | 972,072 ⁽⁵⁾⁽⁸⁾ | D | \$0 | 0 | I | By The Fradin Community Property Revocable Trust ⁽²⁾ |
| Common Stock | | | | | | | | 825,415 | I | By R JBI GRAT 2024 II ⁽³⁾ |
| Common Stock | | | | | | | | 825,415 | I | By S JBI GRAT 2024 II ⁽⁴⁾ |
| Common Stock | 12/12/2024 | | G | | 486,036 ⁽⁵⁾⁽⁶⁾ | A | \$0 | 486,036 | I | By R JBI GRAT 2024 III ⁽⁷⁾ |
| Common Stock | 12/12/2024 | | G | | 486,036 ⁽⁸⁾⁽⁹⁾ | A | \$0 | 486,036 | I | By S JBI GRAT 2024 III ⁽¹⁰⁾ |

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) | | | | | |

Explanation of Responses:

- Consists of (i) 23,317 shares of JBI Common Stock, and (ii) 22,966 restricted stock units which will fully vest on June 7, 2025, subject to the reporting person's continued service on the Board of Directors.
- The shares of JBI Common Stock are held directly by The Fradin Community Property Revocable Trust, for which the reporting person serves as trustee.
- The R JBI GRAT 2024 II, a grantor retained annuity trust of which the reporting person is the trustee and annuitant and that is for the benefit of the reporting person and the reporting person's children. The reporting person maintains indirect beneficial ownership of such securities.
- The S JBI GRAT 2024 II, a grantor retained annuity trust of which the reporting person's spouse is the trustee and annuitant, and that is for the benefit of the reporting person's spouse and the reporting person's children, and the reporting person maintains indirect beneficial ownership of such securities.
- The reporting person previously indirectly beneficially owned these shares of JBI Common Stock through The Fradin Community Property Revocable Trust. On December 12, 2024, the reporting person and the reporting person's spouse entered into a transmutation agreement pursuant to which the reporting person and the reporting person's spouse agreed that 486,036 shares of JBI Common Stock owned by the reporting person and the reporting person's spouse as community property would be deemed to be the separate property of the reporting person (the "Reporting Person GRAT Shares").
- After the transmutation agreement discussed in note 5 and also on December 12, 2024, the reporting person contributed the Reporting Person GRAT Shares to R JBI GRAT 2024 III, a grantor retained annuity trust of which the reporting person is the trustee and annuitant and that is for the benefit of the reporting person and the reporting person's children. The reporting person maintains indirect beneficial ownership of such securities. As of the date of this Form 4, these securities have not been sold and remain held by the trust.

7. The R JBI GRAT 2024 III, a grantor retained annuity trust of which the reporting person is the trustee and annuitant and that is for the benefit of the reporting person and the reporting person's children. The reporting person maintains indirect beneficial ownership of such securities.

8. The reporting person previously indirectly beneficially owned these shares of JBI Common Stock through The Fradin Community Property Revocable Trust. On December 12, 2024, the reporting person and the reporting person's spouse entered into a transmutation agreement pursuant to which the reporting person and the reporting person's spouse agreed that 486,036 shares of JBI Common Stock owned by the reporting person and the reporting person's spouse as community property would be deemed to be the separate property of the reporting person's spouse (the "Spouse GRAT Shares").

9. After the transmutation agreement discussed in note 8 and also on December 12, 2024, the reporting person's spouse contributed the Spouse GRAT Shares to S JBI GRAT 2024 III, a grantor retained annuity trust of which the reporting person's spouse is the trustee and annuitant, and that is for the benefit of the reporting person's spouse and the reporting person's children, and the reporting person maintains indirect beneficial ownership of such securities. As of the date of this Form 4, these securities have not been sold and remain held by the trust.

10. The S JBI GRAT 2024 III, a grantor retained annuity trust of which the reporting person's spouse is the trustee and annuitant and that is for the benefit of the reporting person's spouse and the reporting person's children. The reporting person maintains indirect beneficial ownership of such securities.

/s/ Elliot Kahler, as attorney-in-
fact for Roger Fradin 12/13/2024

** 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.

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.