

☐ 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>Mayrhofer Thomas B</u> (Last) (First) (Middle) <u>C/O DIGITALBRIDGE GROUP, INC.</u> <u>750 PARK OF COMMERCE DRIVE SUITE 210</u> (Street) <u>BOCA RATON FL 33487</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DigitalBridge Group, Inc. [DBRG]</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>CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Class A Common Stock	09/30/2026		D ⁽¹⁾		283,532 ⁽²⁾	D	\$16 ⁽¹⁾⁽²⁾	0	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)
						Date Exercisable	Expiration Date	Title				
				Code	V	(A)	(D)	Amount or Number of Shares				

Explanation of Responses:

1. On September 30, 2026, pursuant to an Agreement and Plan of Merger, dated as of December 29, 2025 (the "Merger Agreement"), by and among DigitalBridge Group, Inc. (the "Issuer"), Duncan Holdco LLC, Duncan Sub I Inc. ("Merger Sub I"), Duncan Sub II LLC ("Merger Sub II") and DigitalBridge Operating Company, LLC (the "OP"), among other things, (i) Merger Sub I merged with and into the Issuer (the "Company Merger") with the Issuer surviving the Company Merger and (ii) Merger Sub II merged with and into the OP (the "OP Merger") with the OP surviving the OP Merger. At the effective time of the Company Merger (the "Company Merger Effective Time"), each issued and outstanding share of the Issuer's common stock, par value \$0.01 per share, (other than certain excluded shares) automatically converted into the right to receive \$16.00 per share in cash, without interest and less any applicable withholding tax (the "Per Share Merger Consideration").

2. Includes 226,367 shares of restricted Class A Common Stock. As of immediately prior to the Company Merger Effective Time, each outstanding share of restricted Class A Common Stock granted to the reporting person by the Issuer became fully vested, and as of the Company Merger Effective Time, automatically converted into the right to receive the Per Share Merger Consideration plus a cash payment equal to the accumulated dividend equivalents as of immediately prior to the Company Merger Effective Time (if any) in respect of such share of restricted Class A Common Stock.

Remarks:

/s/ Blake Clardy, as Attorney-in-fact 10/02/2026

** 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.