

**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* <u>Kronfeld David Thomas</u>  (Last) (First) (Middle) <u>100 W AIRPORT ROAD</u>  (Street) <u>STILLWATER OK 74075</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA Rare Earth, Inc. [ USAR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2025</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			

**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
Restricted Stock Units	\$0 <sup>(1)</sup>	08/13/2025		A		27,298 <sup>(1)</sup>		(2)	(2)	Common Stock, par value \$0.0001 per share	27,298	\$0	27,298	D	
Restricted Stock Units	(1)	08/13/2025		A		40,947 <sup>(1)</sup>		(3)	(3)	Common Stock, par value \$0.0001 per share	40,947	\$0	40,947	D	
Restricted Stock Units	(1)	08/13/2025		A		18,199 <sup>(1)</sup>		(4)	(4)	Common Stock, par value \$0.0001 per share	18,199	\$0	18,199	D	

**Explanation of Responses:**

- Each restricted stock unit represents the right to receive, at settlement, one (1) share of the Issuer's common stock.
- The restricted stock unit ("RSU") will vest in two equal tranches. 50% of the RSU will vest on May 20, 2026 and May 20, 2027, respectively. If the vesting date occurs during a closed Trading Window under the Issuer's Insider Trading Policy, then the RSUs shall vest on the first Trading Day of the next open Trading Window pursuant to the Issuer's Insider Trading Policy, subject in all cases to any applicable outside dates required to comply with applicable tax laws and the terms of the Issuer's Amended and Restated 2024 Omnibus Incentive Plan.
- The restricted stock unit ("RSU") will vest in three equal tranches. 33 1/3% of the RSU will vest on May 20, 2026, May 20, 2027, and May 20, 2028, respectively. If the vesting date occurs during a closed Trading Window under the Issuer's Insider Trading Policy, then the RSUs shall vest on the first Trading Day of the next open Trading Window pursuant to the Issuer's Insider Trading Policy, subject in all cases to any applicable outside dates required to comply with applicable tax laws and the terms of the Issuer's Amended and Restated 2024 Omnibus Incentive Plan.
- The restricted stock unit ("RSU") is fully vested and the underlying shares will be released to the participant on May 20, 2026. If the release date occurs during a closed Trading Window under the Issuer's Insider Trading Policy, then the RSUs shall vest on the first Trading Day of the next open Trading Window pursuant to the Issuer's Insider Trading Policy, subject in all cases to any applicable outside dates required to comply with applicable tax laws and the terms of the Issuer's Amended and Restated 2024 Omnibus Incentive Plan.

**Remarks:**

/s/ David Kronfeld

08/15/2025

\*\* 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.