## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasilington,	D.C.	20040

STATEMENT	OF	<b>CHANGES</b>	IN	<b>BENEFICIAL</b>	<b>OWNERSHIP</b>

OMB APPROVAL										
OMB Number: 3235-028										
Estimated average burden										
hours per response:	0.5									

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*      Paul Theorems			2. Issuer Name and Ticker or Trading Symbol Expion 360 Inc. [XPON]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
aul Hion	<u>nas</u>		-								2	C Director			10% Ow	ner
(F	irst)	(Middle)				Transa	action (Mon	th/Da	y/Year)			Officer (below)	give title		Other (sp below)	pecify
(Last) (First) (Middle) 2025 SW DEERHOUND AVE				05/02/2022						Ch	Chief Operating Officer					
ND O	D	07754		4. If Amendment, Date of Original Filed (Month/Day/Year) 05/05/2022					Line	6. Individual or Joint/Group Filing (Check Appl Line)				icable		
ND U	K	97730									2	_	,	•	J	
(S	tate)	(Zip)								Form filed by More than One Reporting Person			ng			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date			e	Execution Date, Day/Year) if any		, Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr.			Securities Beneficia Owned Fo	s F lly (loollowing (l	Form: D D) or In	irect li direct E . 4) C	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								v .	Amount (A) or (D)		r Price	Transacti	tion(s)			msu. 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
2. Conversion or Exercise Price of Derivative Security	Date Execution (Month/Day/Year) if any		Code	ansaction ode (Instr. Secu Acqu or D of (E		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Securities Underlying		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	y O F D o (I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	(A)					Title	Amount or Number of Shares		(Instr. 4)	11(5)		
\$3.36 <sup>(1)</sup>	05/02/2022		A		200,000		05/02/2022	05/	/02/2032	Common Stock	200,000	\$0	200,000		D	
	Paul Thore  (F)  DEERHO  ND  (S)  Security (Instance)  2.  Conversion or Exercise Price of Derivative Security	(First) DEERHOUND AVE  ND OR (State)  Ta Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  Security  3. Transaction Date (Month/Day/Year)	(First) (Middle)  DEERHOUND AVE  ND OR 97756  (State) (Zip)  Table I - Non-Definition of Exercise Conversion of Exercise Price of Derivative Security  Security (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  DEERHOUND AVE  ND OR 97756  (State) (Zip)  Table I - Non-Derivati  Security (Instr. 3)  Table II - Derivative (e.g., puts  Conversion or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code  Code	(First) (Middle)  DEERHOUND AVE  ND OR 97756  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security  Conversion or Exercise Price of Date (Month/Day/Year)  Price of Derivative Security  Code (Instr. 8)	(First) (Middle)  DEERHOUND AVE  Security (Instr. 3)  Table I - Non-Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  Price of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Code (Instr. 8)  Code V (A)	Expion 360 Inc.	Expion360 Inc. [XPON]	Expion 360 Inc.   XPON   Security (Instr. 3)   Table II - Non-Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options, compared to perivative Security (Month/Day/Year)   Secu	Expion360 Inc. [XPON]	Expion360 Inc. [XPON]    Security (Instr. 3)   Securities   Securities	Expion360 Inc.   [XPON ]	Expion360 Inc.   [XPON ]	Expina   Saul Thomas   Saul	Expion360 Inc.   Expi	Expina   Security   Check all applicable   X Director   10% Owned   Chief Operating Officer   Chief Operation   Chief Oper

## **Explanation of Responses:**

1. This Form 4 is being filed to amend the exercise price of the granted options previously reported as being \$3.35 to \$3.36. In addition, the original Form 4 also inadvertently reported the grant of options in Table I and this Form 4 correctly reports the grant of options in Table II.

/s/ Paul Shoun

12/28/2022

\*\* 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.