

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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.

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL 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

1. Name and Address of Reporting Person * <u>Fernandez Charles M.</u> _____ (Last) (First) (Middle) 3520 MARY ST. SUITE 410 _____ (Street) COCONUT FL 33133 GROVE _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextPlat Corp [NXPL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2023	
	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/28/2023		A4	39,000	A	\$0	3,677,667 ⁽²⁾	D	
Common Stock	04/03/2023		A4	325,000	A	\$0	3,677,667 ⁽²⁾	D	
Common Stock	04/07/2023		A4 ⁽¹⁾	25,000	A	\$0	3,677,667 ⁽²⁾	I	By wife

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$0	04/07/2023		4A ⁽³⁾	25,000		(3)	04/25/2028	Common Stock, par value \$0.0001 per share	25,000	\$0	370,000	I	By wife
Stock Option	\$0	04/14/2023		4A ⁽⁴⁾	200,000			04/14/2023 04/25/2028	Common Stock, par value \$0.0001 per share	200,000	\$0	370,000	I	By eAperion Partners, LLC

Explanation of Responses:

- On April 7, 2023, the reporting person's wife, and employee of the Issuer, entered into a Restricted Stock Award Agreement with the Issuer, pursuant to which she was granted 25,000 shares of the Issuer's common stock. The restricted stock vested immediately upon issuance.
- Includes 3,652,667 shares of common stock held indirectly by eAperion Partners, LLC, of which Mr. Fernandez is the owner and manager.
- The reporting person's wife, an employee of the Issuer, was granted options to purchase up to 25,000 shares of the Issuer's common stock pursuant to a Stock Option Agreement dated April 7, 2023, of which one third of the shares of common stock vested immediately on the Grant Date, with options to purchase an additional third of the shares of common stock vesting on the one-year anniversary of the Grant Date, and options to purchase the remaining third of the shares of common stock vesting on the second-year anniversary of the Grant Date.
- On April 14, 2023, the reporting person was granted options to purchase up to 200,000 shares of the Issuer's common stock pursuant to a Stock Option Agreement dated April 14, 2023, of which the shares of common stock vested immediately on the Grant Date.

/s/ Charles M. Fernandez

04/23/2024

** 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.