SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB AFFROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	or section so(ii) or the investment Company Act or 1940												
1. Name and Addr <u>Rudisill Mc.</u>	Date of Event R tatement (Month/ 01/24/2023		3. Issuer Name and Ticker or Trading Symbol Wildfire New PubCo, Inc. [BAER]										
HOLDINGS,	IATION LANE				4. Relationship of Reporting Person((Check all applicable) X Director X X Officer (give title below) Chief Investment		X	10% Owner Other (specify below)		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Beneficially Owned													
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)					4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock					1,451,874(1)			D					
Common Stock					2,255,470		Í	Ι		See footnotes ⁽²⁾⁽⁴⁾			
Common Stock					2,849,645			Ι		See footnotes ⁽³⁾⁽⁴⁾			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 4) 2. Date Exerc Expiration Date (Month/Day/Y)			ate		3. Title and Amount of Securities Derivative Security (Instr. 4)		Underlying	4. Conversion or Exercise		5. Ownership Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expiration Date	Title			Amount or Number of Shares	Price o Deriva Securi	tive	Indirect (I) (Instr. 5)		

Explanation of Responses:

1. Consists entirely of restricted stock units (the "RSUs") which vest as follows: (i) 50% of the RSUs vested on January 24, 2023, (ii) 20% of the RSUs shall vest on January 24, 2024, (iii) 20% of the RSUs shall vest on January 24, 2024, (iii) 20% of the RSUs shall vest on January 24, 2024, (iii) 20% of the RSUs shall vest on January 24, 2024, (iii) 20% of the RSUs shall vest on January 24, 2024, (iii) 20% of the RSUs shall vest on January 24, 2024, (iii) 20% of the RSUs shall vest on January 24, 2024, (iii) 20% of the RSUs shall vest on January 24, 2024, and (iv) 10% of the RSUs shall vest on January 24, 2026, subject to the Reporting Person's continuous service with the Issuer through each applicable vesting date. The settlement of any vested RSUs is delayed until January 24, 2024.

2. These shares are held directly by Pelagic Capital Advisors LLC, which is managed by the Reporting Person.

3. These shares are held directly by PCAO LLC, which is managed by the Reporting Person.

4. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Act"), except to the extent of the Reporting Person's pecuniary interest therein, if any, and the filing of this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Act or for any other purpose.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ James Muchmore, attorney-infact for McAndrew Rudisill 01/24/2023

** 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 5 (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.

OMB APPROVAL

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints James Muchmore, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Bridger Aerospace Group Holdings, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5, including amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of December, 2022.

/s/ McAndrew A. Rudisill ______Signature

McAndrew A. Rudisill

Print Name