SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Noor Shain (Last) (First) (Middle) 600 LEXINGTON AVENUE, FLOOR 2 (Street) NEW YORK NY 10022 (City) (State) (Zip)	04/06/2026	Silvia, Inc. [SVIA] Foreign Trading Symbol 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☐ 10% Owner Officer (give title below) ☑ Other (specify below) Chief Technology Officer 5. If Amendment, Date of Original Filed (Month/Day/Year) 04/07/2026 6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.001 per share	4,074,224(1)(2)(3)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Contingent Right to Receive Earnout Shares(3)	(4)	(4)	Common Stock, par value $0.001 per share	4,356,450(4)	(4)	D	

Explanation of Responses:

1. Reference is made to that certain Agreement and Plan of Merger, dated as of February 9, 2026 (the "Merger Agreement"), by and among Silvia, Inc. (formerly known as ProCap Financial, Inc.) (the "Issuer"), Silvia Merger Sub, Inc. ("Merger Sub"), CFO Silvia, Inc. (the "Target"), the Reporting Person, in his individual capacity, Inflection Points Inc d/b/a Professional Capital Management, a Delaware corporation, and the Reporting Person, solely in his capacity as stockholder representative. Pursuant to the Merger Agreement, Merger Sub merged with and into Target, with the Target surviving as a wholly owned subsidiary of the Issuer (the "Merger").

2. Represents shares of common stock, par value $0.001 per share, of the Issuer (the "Common Stock") received by the Reporting Person in connection with the Merger consisting of 3,638,580 shares of Common Stock issued on April 6, 2026, and 435,644 shares of Common Stock deposited into an escrow account with PNC Bank, N.A. (the "Escrow Shares"). All such shares are subject to transfer restrictions under a lock-up agreement dated April 6, 2026, by and among the Reporting Person, the Issuer, and the other parties thereto.

3. The 435,644 Escrow Shares are held in escrow for the benefit of the Reporting Person to secure indemnification obligations under the Merger Agreement and may be voted, but may not be transferred, by the Reporting Person while held in escrow.

4. Represents a contingent right, received by the Reporting Person pursuant to the Merger Agreement, to receive up to 4,356,450 shares of Common Stock (the "Earnout Shares"). The Earnout Shares are issuable only if, during the 5-year period following April 6, 2026, the volume-weighted average trading price of the Common Stock over a specified 10-day period equals or exceeds $9.00 per share (subject to adjustment as provided in the Merger Agreement). Issuance of the Earnout Shares to the Reporting Person is additionally conditioned on his continued employment with the Issuer or its affiliates (or the termination of his employment without cause) as of the Earnout Release Date (as defined in the Merger Agreement). If the price condition is not satisfied during that 5-year period, no Earnout Shares will be issued. No exercise or conversion price is payable for the Earnout Shares.

Remarks:

This Form 3/A amends the Form 3 filed by the Reporting Person on April 7, 2026 (Accession No. 0001493152-26-015400) (the "Original Form 3") to (i) correct the date of the event requiring the statement, which was reported in the Original Form 3 as December 3, 2025, to April 6, 2026, (ii) include in the amount of securities beneficially owned the 435,644 Escrow Shares, which were excluded from the amount reported in the Original Form 3, and (iii) report in Table II the Reporting Person's contingent right to receive up to 4,356,450 Earnout Shares, which was not reported in the Original Form 3. The inclusion of the Escrow Shares and the contingent right to receive the Earnout Shares does not reflect an acquisition of securities after April 6, 2026.

/s/ Shain Noor — 11/06/2026

** 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 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.