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

Name and Address of Reporting Person
Chang Dong
C/O CEPTON, INC.
399 W. TRIMBLE ROAD
SAN JOSE, CA 95131

Date of Event Requiring Statement
01/05/2024

Issuer Name and Ticker or Trading Symbol
Cepton, Inc. [CPTN]

Relationship of Reporting Person(s) to Issuer
Director
Officer (give title below)
Interim CFO

Table I - Non-Derivative Securities Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 4)</th>
<th>Amount of Securities Beneficially Owned (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
</tr>
</thead>
</table>
| Common Stock

(1) | 1,300 | D |
| Common Stock

(2) | 6,769 | D |
| Common Stock | 200 | D |

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 4)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title</th>
<th>Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>(3) 07/09/2029</td>
<td>Common Stock</td>
<td>19,593</td>
<td>6.8</td>
<td>D</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>(4) 02/25/2030</td>
<td>Common Stock</td>
<td>4,898</td>
<td>10.2</td>
<td>D</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>(5) 08/19/2030</td>
<td>Common Stock</td>
<td>2,449</td>
<td>8.3</td>
<td>D</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>(6) 12/23/2030</td>
<td>Common Stock</td>
<td>4,898</td>
<td>12.6</td>
<td>D</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>(7) 03/14/2031</td>
<td>Common Stock</td>
<td>7,347</td>
<td>53.4</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Represents 1,300 time-based restricted stock units ("RSUs"), each of which represents a contingent right to receive one share of the Issuer's common stock, that vest in three equal installments on May 20, 2023, May 20, 2024 and May 20, 2025, subject to early termination and adjustments as provided in the applicable award agreement.
2. Represents 6,769 time-based RSUs, each of which represents a contingent right to receive one share of the Issuer's common stock, that vest in three equal installments on February 20, 2024, February 20, 2025 and February 20, 2026, subject to early termination and adjustments as provided in the applicable award agreement.
3. The stock options are fully vested and exercisable.
4. The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on January 31, 2021. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly installments.
5. The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on August 20, 2021. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly installments.
6. The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on November 23, 2021. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly installments.
7. The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on March 2, 2022. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly installments.
Remarks:

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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