

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

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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>Koito Manufacturing Co., Ltd.</u>  (Last) (First) (Middle) <u>4-8-3, TAKANAWA, MINATO-KU</u>  (Street) <u>TOKYO M0 107-8711</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/10/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cepton, Inc. [ CPTN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
<u>Common Stock</u>	<u>19,624,741<sup>(1)(2)</sup></u>	<u>D</u>	

**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			
<u>Earnout Shares</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>1,340,165</u>	<u>(3)</u>	<u>D</u>	

**Explanation of Responses:**

- Includes 14,624,741 shares of Common Stock received in exchange for certain preferred shares of Cepton Technologies, Inc., a Delaware corporation ("Legacy Cepton"), pursuant to that certain Business Combination Agreement, dated August 4, 2021 and amended January 21, 2022 (the "Business Combination Agreement"), by and among Growth Capital Acquisition Corp., a Delaware corporation, GCAC Merger Sub, Inc., a Delaware corporation, and Legacy Cepton (and upon consummation of the business combination, the surviving Issuer as renamed "Cepton, Inc.").
- Also includes 5,000,000 shares of Common Stock acquired from the Issuer for an aggregate purchase price of \$50,000,000 pursuant to that certain Subscription Agreement, dated August 4, 2021 and amended February 3, 2022, by and between the Issuer and the Reporting Person, as an investor in the private placement conducted by the Issuer occurring substantially concurrent with the closing of the business combination transaction described above.
- On February 10, 2022, pursuant to the Business Combination Agreement, the Reporting Person received a contingent right to acquire up to an aggregate of 1,340,165 shares of the Issuer's Common Stock (the "Earnout Shares"). The Earnout Shares vest upon the Issuer's Common Stock achieving a specified price per share as follows: 1/2 of the Earnout Shares shall be issued if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trade days prior to February 10, 2025; and (ii) 1/2 of the Earnout Shares shall be issued if the closing sale price of Common Stock equals or exceeds \$17.50 per share for any period of 20 trading days out of 30 consecutive trading days prior to February 10, 2025.

**Remarks:**

/s/ Hideharu Konagaya

02/18/2022

\*\* 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 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.**