

**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>Fu Winston Su-Kee</u> _____ (Last) (First) (Middle) <u>C/O CEPTON, INC.</u> <u>399 W. TRIMBLE RD</u> _____ (Street) <u>SAN JOSE CA 95131</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>CFO and Secretary</u></p>	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 <input type="checkbox"/> 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>16,088,422<sup>(1)</sup></u>	<u>I</u>	<u>See footnote.<sup>(2)</sup></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			

**Explanation of Responses:**

1. (i) Pursuant to the Business Combination Agreement, dated as of August 4, 2021 (as amended by the Amendment to the Business Combination Agreement, dated as of January 21, 2022, and as it may be further amended or supplemented from time to time), by and among Growth Capital Acquisition Corp. ("GCAC" and, upon consummation of the business combination, the surviving Issuer as renamed Cepton, Inc.), Cepton Technologies, Inc., a Delaware corporation ("Former Cepton"), and GCAC Merger Sub Inc., a Delaware corporation and a direct, wholly owned subsidiary of GCAC, on February 10, 2022 (the "Effective Date"), all shares of stock of Former Cepton were automatically converted into shares of the Issuer's Common Stock based on a 1-to-2.449 conversion ratio; and (ii) pursuant to the PIPE Subscription Agreement dated August 4, 2021, by and between LDV Partners Fund I, L.P. and GCAC, on the Effective Date, 200,000 shares of GCAC Class A common stock were automatically converted into shares of the Issuer's Common Stock on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights.

2. The shares of Common Stock are held by LDV Partners Fund I, L.P. The reporting person is a managing member of LDV Partners I (GP), Ltd., which is the general partner of LDV Partners Fund I, L.P. The reporting person disclaims beneficial ownership of the Common Stock held by LDV Partners Fund I, L.P. except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of the shares of Common Stock for purposes of Section 16 or for any other purpose.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Jinying (Jenny) Chen,  
Attorney-in-Fact for 02/11/2022  
Winston Fu

\*\* 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.**

**POWER OF ATTORNEY****FOR SEC FILINGS ON FORMS ID, 3, 4, 5 AND 144  
AND REPORTS ON SCHEDULE 13D AND 13G**

The undersigned hereby constitutes and appoints each of Jinying (Jenny) Chen, Corporate Controller of Cepton, Inc., formerly known as Cepton Technologies, Inc. (the "Company"), so long as she is employed at the Company, Kimberly D. Grotenrath, of O'Melveny & Myers LLP ("OMM"), outside counsel to the Company, so long as she is employed at OMM and Regina Braman of OMM, outside counsel to the Company, so long as she is employed at OMM, as his true and lawful attorney-in-fact and agent (each, an "Attorney-In-Fact"), with full power of substitution and resubstitution for him and in his name and stead in any and all capacities, to sign and file for and on his behalf, in respect of any acquisition, disposition or other change in ownership of any of the securities of the undersigned, the following:

- (i) any Form ID to be filed with the Securities and Exchange Commission (the "SEC");
- (ii) any Update Passphrase Request to be filed with the SEC;
- (iii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
- (iv) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;
- (v) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
- (vi) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC;
- (vii) any reports on Schedule 13G or 13D (or amendments thereto) to be filed with the SEC; and
- (viii) any and all agreements, certificates, receipts, or other documents in connection therewith.

The undersigned hereby gives full power and authority to each Attorney-in-Fact to seek and obtain as his representative and on his behalf, information on transactions in the securities of the respective undersigned from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release such information to it and approves and ratifies any such release of information.

The undersigned hereby grants unto each Attorney-in-Fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifies and confirms all that any such Attorney-in-Fact and agent or substitute may do or cause to be done by virtue hereof.

The undersigned acknowledges that:

- (i) neither the Company, nor such Attorney-in-Fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to each undersigned until revoked by such undersigned in a signed writing delivered to each Attorney-in-Fact.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1<sup>st</sup> day of November 2021.

/s/ Winston Fu

**WINSTON FU**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SANTA CLARA )

On this 1<sup>st</sup> day of November, 2021, before me, Violeta M. Santa Gadea Lopez, Notary Public, personally appeared Winston Fu who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

/s/ Violeta M. Santa Gadea Lopez  
Notary Public

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