

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Estimated average burden

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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>HOURLIENNE MITCHELL</u> (Last) (First) (Middle) <u>C/O CEPTON, INC.</u> <u>399 W. TRIMBLE ROAD</u> (Street) <u>SAN JOSE CA 95131</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/18/2023</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Commercial Officer</u>	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)
Common Stock ⁽¹⁾	100,000	D	
Common Stock ⁽²⁾	172,308	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				
Employee Stock Option (right to buy)	(3)	11/19/2029	Common Stock 9,185	0.97	D	
Employee Stock Option (right to buy)	(4)	02/25/2030	Common Stock 39,347	1.02	D	
Performance Stock Units	(5)	02/11/2025	Common Stock 67,000	(5)	D	
Employee Stock Option (right to buy)	(6)	12/23/2030	Common Stock 61,230	1.26	D	
Employee Stock Option (right to buy)	(7)	02/11/2031	Common Stock 244,922	1.26	D	
Employee Stock Option (right to buy)	(8)	12/19/2028	Common Stock 511	0.68	D	

Explanation of Responses:

- Represents 100,000 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 on May 20, 2024, subject to early termination and adjustments as provided in the applicable award agreement.
- Represents 172,308 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, in each case subject to early termination and adjustment as provided in the applicable award agreement.
- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on November 20, 2020. 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.
- 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.
- The Issuer awarded the Reporting Person 67,000 performance-based stock units ("PSUs"), each of which represents a contingent right to receive one share of the Issuer's Common Stock. The award will vest as to 36,000 of the PSUs if, at the close of regular trading for 20 trading days out of any period of 30 consecutive trading days, either (i) the Issuer's closing stock price exceeds \$15.00 per share or (ii) the Issuer's market capitalization exceeds \$2.1 billion; and will vest as to the remaining 31,000 PSUs if, at the close of regular trading for 20 trading days out of any period of 30 consecutive trading days, either (i) the Issuer's closing stock price exceeds \$17.50 per share or (ii) the Issuer's market capitalization exceeds \$2.5 billion, expiring on February 10, 2025 for each applicable tranche, and provided further that the vesting of each tranche is subject to the Reporting Person's continued employment with the Issuer through the day on which the applicable goal is achieved.

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 vest monthly, starting on March 8, 2021, in 48 substantially equal monthly installments.

8. The stock options are fully vested and exercisable.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

[/s/ Ming Qiu, Attorney-in-Fact for Mitchell Hourtienne](#) [09/19/2023](#)

** 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.

POWER OF ATTORNEY
FOR SEC FILINGS ON FORMS ID, 3, 4, 5 AND 144

The undersigned hereby constitutes and appoints each of Ming Qiu and Hull Xu of Cepton, Inc. (the "Company"), so long as each is employed at the Company, and Regina Braman and Lake Grey, each of O'Melveny & Myers LLP ("OMM"), outside counsel to the Company, so long as each 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 Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
- (iii) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;
- (iv) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
- (v) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC; and
- (vi) 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 undersigned from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release such information to each Attorney-In-Fact and approves and ratifies any such release of information.

The undersigned hereby grants unto each Attorney-In-Fact 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 or substitute may do or cause to be done by virtue hereof.

The undersigned acknowledges that:

(i) neither the Company nor any 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 the undersigned until revoked by the undersigned in a signed writing delivered to each Attorney-In-Fact.

[Remainder of Page Intentionally Left Blank.]

2023. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of August,

/s/ Mitchell Hourtienne

Mitchell Hourtienne