

PROSPECTUS SUPPLEMENT NO. 9
(to prospectus dated May 11, 2022)



CEPTON, INC.
Up to 14,700,000 Shares of Common Stock

This prospectus supplement is being filed to update and supplement the information contained in the prospectus dated May 11, 2022 (as supplemented prior to the date hereof, the “**Prospectus**”), related to the resale, from time to time, of up to 14,700,000 shares of our common stock by Lincoln Park.

The shares of common stock to which the Prospectus relates include shares that have been or may be issued to Lincoln Park pursuant to the Purchase Agreement between us and Lincoln Park.

On November 7, 2022, we filed a Current Report on Form 8-K with the Securities and Exchange Commission (the “**Current Report**”). Accordingly, we have attached the Current Report to this prospectus supplement to update and supplement the Prospectus with the information contained in the Current Report.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement. Terms used in this prospectus supplement but not defined herein shall have the meanings given to such terms in the Prospectus.

Our common stock is listed on the Nasdaq Capital Market under the symbol “CPTN”. As of November 7, 2022, the closing price of our common stock was \$1.94.

We are an “emerging growth company” under applicable federal securities laws and will be subject to reduced public company reporting requirements.

INVESTING IN OUR SECURITIES INVOLVES RISKS THAT ARE DESCRIBED IN THE “RISK FACTORS” SECTION BEGINNING ON PAGE 9 OF THE PROSPECTUS AND PART II, ITEM 1A OF OUR QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2022.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the Prospectus or this prospectus supplement or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 8, 2022.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **November 7, 2022**

CEPTON, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39959

(Commission File Number)

27-2447291

(IRS Employer
Identification No.)

**399 West Trimble Road
San Jose, CA 95131**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **408-459-7579**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s)	Name of Each Exchange on Which Registered:
Common stock, par value \$0.00001 per share	CPTN	The Nasdaq Capital Market
Redeemable warrants, exercisable for common stock at an exercise price of \$11.50 per share, subject to adjustment	CPTNW	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

Investor Loan Agreement

As previously disclosed in the Current Report on Form 8-K filed by Cepton, Inc. (the “Company”) on October 27, 2022, Cepton Technologies, Inc. (the “Borrower”), a wholly owned subsidiary of the Company, entered into a Secured Term Loan Agreement (the “Investor Loan Agreement”) with Koito Manufacturing Co., Ltd. (the “Investor”) pursuant to which the Investor agreed to make a loan to the Borrower in the amount of ¥5.8 billion (approximately US\$39 million) (the “Loan”). On November 7, 2022, the Loan was advanced, upon the satisfaction of customary conditions to funding, which included entering into a Security Agreement and a Patent Security Agreement, each between the Borrower and the Investor, pursuant to which, effective upon the Borrower’s receipt of the Loan, the Loan became secured by substantially all of the properties of the Borrower, including all patents.

A portion of the proceeds from the Loan were used to repay the outstanding principal and accrued and unpaid interest under the Loan and Security Agreement, dated as of January 4, 2022, by and between Trinity Capital Inc. and the Borrower (as amended, the “Trinity Loan Agreement”). In connection therewith, the Borrower terminated the Trinity Loan Agreement and paid a 1.50% prepayment penalty and a 2.50% end of term payment utilizing proceeds from the Loan.

The foregoing summary of the Security Agreement and Patent Security Agreement does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the full text of the Security Agreement and Patent Security Agreement, which are filed as Exhibits 10.1 and 10.2, respectively, to this Current Report on Form 8-K (this “Current Report”) and incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The disclosure set forth above in Item 1.01 of this Current Report is incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure set forth above in Item 1.01 of this Current Report is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Security Agreement, dated as of November 7, 2022, by and between Cepton Technologies, Inc. and Koito Manufacturing Co., Ltd.
10.2	Patent Security Agreement, dated as of November 7, 2022, by and between Cepton Technologies, Inc. and Koito Manufacturing Co., Ltd.
104.1	Cover Page Interactive Data File (embedded within the inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CEPTON, INC.

Date: November 7, 2022

By: /s/ Jun Pei

Name: Jun Pei

Title: President and Chief Executive Officer