

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): May 18, 2023

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 Stock Market LLC
Redeemable warrants, exercisable for common stock at an exercise price of \$11.50 per share, subject to adjustment	CPTNW	The Nasdaq Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders.

Cepton, Inc., a Delaware corporation (the “Company”) held its 2023 annual meeting of stockholders (the “Annual Meeting”) on May 18, 2023. At the Annual Meeting, the Company’s stockholders approved the following proposals, which are described in detail in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 6, 2023.

As of March 20, 2023, the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting, 156,826,093 shares of the Company’s common stock were outstanding and eligible to vote. Approximately 85% of all shares (and votes) were represented at the Annual Meeting or by proxy. The final voting results for each of the proposals submitted to a stockholder vote at the Annual Meeting are as follows:

Proposal No. 1: The election of the three Class A director nominees named below to serve until the Company’s 2026 annual meeting of stockholders and until their respective successors are duly elected and qualified was approved as set forth below.

Nominee	Shares For	Shares Withheld	Broker Non-Votes
Jun Ye	98,334,500	3,065,549	31,752,781
Mei (May) Wang	100,963,590	436,459	31,752,781
Hideharu (Harry) Konagaya	100,788,738	611,311	31,752,781

Proposal No. 2: The ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023 was approved as set forth below.

Shares For	Shares Against	Shares Abstained
132,969,895	161,006	21,929

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: May 19, 2023

By: /s/ Jun Pei
Name: Jun Pei
Title: President and Chief Executive Officer