

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Koito Manufacturing Co., Ltd.</u> (Last) (First) (Middle) 4-8-3, TAKANAWA, MINATO-KU (Street) TOKYO M0 108-8711 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cepton, Inc. [CPTN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2023		
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$2.585 ⁽¹⁾⁽²⁾	01/19/2023		P	100,000		01/19/2024	⁽³⁾	Common Stock	38,684,720	\$1,000	100,000	D	

Explanation of Responses:

1. Pursuant to the completion of the transactions contemplated by that certain Investment Agreement, dated as of October 27, 2022, by and between the Issuer and the Reporting Person, the Issuer issued and sold to the Reporting Person 100,000 shares of Series A Convertible Preferred Stock, par value \$0.00001 per share (the "Series A Preferred Stock"), of the Issuer, convertible for common stock, par value \$0.00001 per share (the "Common Stock"), of the Issuer, for a purchase price of \$1,000 per share of Series A Preferred Stock, for an aggregate purchase price of \$100,000,000.

2. Due to a 1000 character limit, Footnote 2 is a continuation of Footnote 1: Subject to certain anti-dilution adjustments, including with respect to certain issuances with an effective price below the then current Conversion Price (as defined in the Certificate of Designations for the Series A Preferred Stock), and customary provisions related to partial dividend periods, the Series A Preferred Stock is convertible at the option of the holders thereof at any time following January 19, 2024 into a number of shares of Common Stock equal to the Conversion Rate (as defined in the Certificate of Designations for the Series A Preferred Stock), which initially is approximately 386.8472:1 based on the initial Conversion Price of \$2.585; provided that each converting holder will receive cash in lieu of fractional shares (if any).

3. The Series A Preferred Stock is perpetual and therefore has no expiration date.

KOITO MANUFACTURING
CO., LTD. /s/ Hideharu
Konagaya Senior Managing
Director

01/20/2023

** 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 4 (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.