

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Pei Jun</u> (Last) (First) (Middle) C/O CEPTON, INC. 399 W. TRIMBLE ROAD (Street) SAN JOSE CA 95131 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2025	
	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			
Common Stock	01/07/2025		D		142,415	D	\$3.17 ⁽¹⁾	0	D	
Common Stock	01/07/2025		D		6,564	D	\$3.17 ⁽²⁾	0	D	
Common Stock	01/07/2025		D		1,399	D	\$3.17 ⁽¹⁾	0	I	By spouse
Common Stock	01/07/2025		D		18,310	D	\$3.17 ⁽²⁾	0	I	By spouse
Common Stock	01/07/2025		D		1,153,616	D	\$3.17 ⁽¹⁾	0	I	See footnote ⁽³⁾
Common Stock	01/07/2025		J		1,291,810	D	⁽⁴⁾	0	I	See footnote ⁽³⁾

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)
				Code	V		(A)	(D)					

Explanation of Responses:

- Disposed of in accordance with the terms of the Agreement and Plan of Merger, dated as of July 29, 2024 (the "Merger Agreement"), entered into by and among the Issuer, KOITO MANUFACTURING CO., LTD. ("Parent") and Project Camaro Merger Sub, Inc. ("Merger Sub"). Pursuant to the Merger Agreement, Merger Sub merged with and into the Issuer (the "Merger") on January 7, 2025 (the "Effective Time"). At the Effective Time, each share of Common Stock that was outstanding as of immediately prior to the Effective Time (other than certain exceptions) was automatically cancelled and converted into the right to receive \$3.17 in cash, without interest.
- Represents restricted stock units ("RSUs") that were outstanding immediately prior to the Effective Time, whether or not vested, which, pursuant to the Merger Agreement, were cancelled, and converted into the right to receive (without interest) an amount in cash, less any withholding taxes, determined by multiplying (i) \$3.17 by (ii) the number of shares of Common Stock underlying such RSU award immediately prior to the Effective Time; provided that receipt of the cash consideration for unvested RSUs will remain subject to the vesting conditions applicable to such RSU prior to the Effective Time.
- The shares of Common Stock are held by the Pei 2000 Trust, of which the Reporting Person is a trustee.
- Disposed of pursuant to a Rollover Agreement, dated as of July 29, 2024, among Parent, Project Camaro Holdings, LLC, a subsidiary of Parent ("Holdco"), the Reporting Person and each other holder named therein, immediately prior to the Effective Time in exchange for an aggregate number of Holdco units having an aggregate value equal to the product of the number of Common Stock contributed to Holdco multiplied by \$3.17 per share.

Remarks:

/s/ Jun Pei 01/07/2025
 ** 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.

