FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden hours per response:	0.5							

			or Se	ction 30(h) of the l	nvestment Comp	any Act of 1940						
1. Name and Address of <u>Wang May</u>	f Reporting Person [*]			ne and Ticker or Tr <u>nc.</u> [CPTN]	ading Symbol			onship of Reporting Perso II applicable) Director	on(s) to Issuer 10% Ow	ner		
(Last)	(First)	(Middle)	- 3. Date of Ear 05/18/2023	rliest Transaction (I	Month/Day/Year)			Officer (give title below)	Other (s	pecify below)		
C/O CEPTON, INC 399 W. TRIMBLE RD			4. If Amendm	ent, Date of Origina	al Filed (Month/D	ay/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street)								Form filed by More that	n One Reporting Pe	rson		
SAN JOSE	CA	95131	Rule 10t	05-1(c) Tran	saction Ind	lication						
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (In	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Dispo (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial				

				(monunbuy/rear)	ii aiiy						I i onowing reported			Denencia	
					(Month/Day/Year)			Amo	unt	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			Ownership (Instr. 4)
			05/1	8/2023			Α	1	00,000	Α	\$ <mark>0</mark>	176,92	3	D	
		Table II									Owned				
Conversion Da	ercise (Month/Day/Year) of ative	Execution Date, if any (Month/Day/Year)			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)		Under	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	ly Ownership Form: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisabl		ion Title		Amount or Number of Shares	Transa		on(s)	
	or Exercise Price of Derivative	Conversion or Exercise Price of Derivative	2. 3. Transaction Date Execution Date, if any Price of Derivative (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Trans Code (In (Month/Day/Year)	(e.g., puts, ca conversion of Exercise Price of Derivative Security	2. Conversion of Execution Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 5. Number Derivative (A) or Disg (D) (Instr. 8)	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)	Code V Code V Code V Code V O5/18/2023 A Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, options	Code V Amon 05/18/2023 A 1 Table II - Derivative Securities Acquired, Disposed or (e.g., puts, calls, warrants, options, convert 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 4. Transaction Code (Instr. 8) (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and S) 6. Date Exercisable a Expiration Date (Month/Day/Year)	Code V Amount 05/18/2023 A 100,000 Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible section Date Orivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) 5. Number of Code (Instr. 8) 6. Date Exercisable and Expiration Date (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title (Month/Day/Year) 7. Title (Instr. Conversion 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 (Instr. Code (Instr. 8) 7. Title (Instr. Code (Instr. 8)	Code V Amount (A) or (D) 05/18/2023 A 100,000 A Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Coversion or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year) 3A. Deemed Execution Date, (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 Underlying Derivative (Instr. 3)	Code V Amount (A) or (D) Price 05/18/2023 A 100,000 A \$0 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Coversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, (Month/Day/Year) 5. Number of 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)	Image: constraint of period of the security security Solution of the security security Solution of the security security A Image: constraint of the security se	Conversion or Exercise Security 3. Transaction Derivative Security 3. Transaction Derivative (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 5. Number of Derivative (Security) 6. Date Exercisable and (Security) 7. Title and Amount of Securities (Instr. 3) and 4) 8. Price of Derivative (Instr. 3) 9. Number of Derivative (Instr. 3) 2. Derivative Security 3. Transaction Date 3. Transaction (Month/Day/Year) 3. Transaction (Instr. 3) 5. Number of Derivative (Instr. 3) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities (Instr. 3) 8. Price of Derivative Security 9. Number of (D) (Instr. 3, 4 and (D) (Instr. 3, 4 and (D) 1. Transaction (D) (Instr. 3, 4 and (D) 1. Transaction Date 1. Transaction (D) (Instr. 3)	Image: constraint of the security securits securitation securits securitation sec

1. The Issuer awarded the Reporting Person 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 will vest on the first to occur of (i) May 18, 2024, or (ii) on the day immediately preceding the Issuer's first annual meeting of stockholders to occur after May 19, 2023.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Ming Qiu, Attorney-in-Fact for May 05/19/2023

Wang ** 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.

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 Richard Paek, the Controller and Director of Corporate Development, respectively, of Cepton, Inc. (the "<u>Company</u>"), so long as each is employed at the Company and Regina Braman of O'Melveny & Myers LLP ("<u>OMM</u>"), outside counsel to the Company, so long as she is employed at OMM, as his true and lawful attorney-in-fact and agent (each, an "<u>Attorney-In-Fact</u>"), 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 "<u>Exchange Act</u>"), (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.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of July 2022.

/s/ May Wang MAY WANG

[Signature Page - Power of Attorney]