

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 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>Liao Dongyi</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Technology Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/07/2025</u>						
<u>C/O CEPTON, INC., 399 W. TRIMBLE ROAD</u>			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 Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<u>SAN JOSE</u>	<u>CA</u>	<u>95131</u>							

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		76,244	D	\$3.17 ⁽¹⁾	0	D	
Common Stock	01/07/2025		D		135,743	D	\$3.17 ⁽²⁾	0	D	

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)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$1	01/07/2025		D		97,969		02/06/2021	02/08/2027	Common Stock	97,969	(3)	0	D	
Employee Stock Option (right to buy)	\$1	01/07/2025		D		24,492		05/30/2021	05/29/2027	Common Stock	24,492	(3)	0	D	
Employee Stock Option (right to buy)	\$6.8	01/07/2025		D		61,230		08/30/2022	09/18/2028	Common Stock	61,230	(4)	0	D	
Employee Stock Option (right to buy)	\$10.2	01/07/2025		D		61,230		01/31/2024	02/25/2030	Common Stock	61,230	(4)	0	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.
- These stock options were canceled in the Merger in exchange for a cash payment based on the product of (i) the number of shares of Common Stock subject to the canceled stock options multiplied by (ii) the excess, if any, of \$3.17 over the per share exercise price of the option, without interest and less any required withholding taxes.
- These stock options were canceled in the Merger in exchange for a cash payment based on the product of (i) the number of shares of Common Stock subject to the canceled stock options multiplied by (ii) the excess, if any, of 3.17 over the per share exercise price of the option, which cash payment was \$0.00 since this option had an exercise price that exceeded \$3.17.

Remarks:

/s/ Dongyi Liao

01/07/2025

** Signature of Reporting Person

Date

* 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.