

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

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>Venkataraman Shrikrishna</u> (Last) (First) (Middle) C/O KNOWBE4, INC. 33 N. GARDEN AVENUE (Street) CLEARWATER FL 33755 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KnowBe4, Inc. [KNBE]</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) <u>Co-President & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock ⁽¹⁾⁽²⁾	04/21/2021		M		625,000	A	\$0	625,000	D	
Class A Common Stock ⁽¹⁾⁽²⁾	04/21/2021		F		310,296	D	\$16	314,704	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	Amount or Number of Shares				
Restricted Stock Unit	(1)	04/21/2021		A		625,000		(3)	(3)	Class A Common Stock ⁽²⁾	625,000	\$0	625,000	D	
Restricted Stock Unit	(1)	04/21/2021		M		625,000		(3)	(3)	Class A Common Stock ⁽²⁾	625,000	\$0	0	D	
Restricted Stock Unit	(1)	04/21/2021		A		137,500		(4)	(4)	Class A Common Stock ⁽²⁾	137,500	\$0	137,500	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of KnowBe4, Inc. (the "Issuer") Class A common stock ("Class A Common Stock").
- Immediately prior to the completion of the Issuer's initial public offering of the Issuer's Class A common stock, par value \$0.00001 per share ("Class A Common Stock"), each share of the Issuer's common stock, par value \$0.00001 per share ("Common Stock"), shall be reclassified into one share of the Issuer's Class B common stock, par value \$0.00001 per share ("Class B Common Stock"). Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. Additionally, each share of Class B Common Stock will, subject to certain exceptions, convert automatically into one share of Class A Common Stock upon any transfer.
- One hundred percent (100%) of the RSUs shall be fully vested on the date of grant.
- Subject to the Reporting Person's continuing as a Service Provider (as defined in the Issuer's 2021 Equity Incentive Plan) through each such date, one-third (1/3) of the RSUs shall vest on the first Quarterly Vesting Date following the one (1) year anniversary of the Vesting Commencement Date (the "First Vesting Date"), and one-twelfth (1/12) of the RSUs shall vest each quarter on each Quarterly Vesting Date after the First Vesting Date. "Quarterly Vesting Date" shall mean the first trading day on or after each of February 15, May 15, August 15 and November 15. "Vesting Commencement Date" shall mean April 21, 2021.

Remarks:

/s/ Alicia Dietzen, as Attorney-in-Fact 04/23/2021

** 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.