

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Venkataraman Shrikrishna</u>			2. Date of Event Requiring Statement (Month/Day/Year) 04/21/2021		3. Issuer Name and Ticker or Trading Symbol <u>KnowBe4, Inc. [KNBE]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O KNOWBE4, INC. 33 N. GARDEN AVENUE			Director			10% Owner	
(Street)			<input checked="" type="checkbox"/> Officer (give title below)			Other (specify below)	
CLEARWATER FL 33755			Co-President & CFO			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	
(City)			(State)			(Zip)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)						
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(1)	04/05/2028	Common Stock ⁽²⁾	653,800	1.02	D
Stock Option (right to buy)	(3)	08/28/2029	Common Stock ⁽²⁾	254,040	3.42	D
Stock Option (right to buy)	(4)	02/26/2030	Common Stock ⁽²⁾	348,360	4.97	D
Stock Option (right to buy)	(5)	06/01/2030	Common Stock ⁽²⁾	254,040	5.6	D
Stock Option (right to buy)	(6)	10/27/2030	Common Stock ⁽²⁾	94,440	5.85	D

Explanation of Responses:

- Option granted under the KnowBe4, Inc. (the "Issuer") 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option vested on April 5, 2019, and, thereafter, the remaining number of shares subject to the option shall vest in equal monthly installments over the following thirty-six (36) months.
- 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.
- Option granted under the Issuer's 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option vested on August 28, 2020, and, thereafter, remaining number of shares subject to the option shall vest in equal monthly installments over the following thirty-six (36) months.
- Option granted under the Issuer's 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option vested on February 26, 2021, and, thereafter, the remaining number of shares subject to the option shall in equal monthly installments over following thirty-six (36) months.
- Option granted under the Issuer's 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option shall vest on June 1, 2021, and, thereafter, the remaining number of shares subject to the option shall vest in equal monthly installments over the following thirty-six (36) months.
- Option granted under the Issuer's 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option shall vest on October 27, 2021, and, thereafter, the remaining number of shares subject to the option shall vest in equal monthly installments over the following thirty-six (36) months.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Alicia Dietzen, as Attorney-in-Fact 04/21/2021

** 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 5 (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

The undersigned, as a Section 16 reporting person of KnowBe4, Inc. (the "Company"), hereby constitutes and appoints Alicia Dietzen, Kristen Wi

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion det

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national assoc:

The undersigned hereby ratifies and confirms all that said attorneys in-fact and agent shall do or cause to be done by virtue hereof. The und

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of April, 2021.

Signature: /s/ Shrikrishna Venkataraman

Print Name: Shrikrishna Venkataraman