

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

KNOWBE4, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7370
(Primary Standard Industrial
Classification Code Number)

36-4827930
(I.R.S. Employer
Identification Number)

KnowBe4, Inc.
33 N. Garden Avenue
Clearwater, FL 33755
(855) 566-9234

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Sjoerd Sjouerman
Chief Executive Officer
KnowBe4, Inc.
33 N. Garden Avenue
Clearwater, FL 33755
(855) 566-9234

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Shrikrishna Venkataraman
Co-President & Chief Financial Officer
KnowBe4, Inc.
33 N. Garden Avenue
Clearwater, FL 33755
(855) 566-9234

Mark T. Bettencourt
Joseph C. Theis, Jr.
Jesse Nevarez
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000

Tony Jeffries
Megan J. Baier
David Sharon
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
1301 Avenue of the Americas
New York, NY 10019
(212) 999-5800

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-260872

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Class A common stock, par value \$0.00001 per share	1,150,000	\$25.75	\$29,612,500	\$2,746

(1) Includes 150,000 shares subject to the underwriters' option to purchase additional shares. The shares being registered under this Registration Statement are in addition to the 8,050,000 shares previously registered pursuant to the Registration Statement on Form S-1, as amended (File No. 333-260872).

(2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, for the purpose of determining the registration fee. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$191,912,000 on the Registration Statement on Form S-1, as amended (File No. 333-260872), which was declared effective by the Securities and Exchange Commission on November 10, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$29,612,500 are hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

KnowBe4, Inc. (the "Registrant") is filing this Registration Statement with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-260872) (the "Prior Registration Statement"), which the Commission declared effective on November 10, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing by 1,150,000 shares the aggregate number of shares of its Class A common stock, par value \$0.00001 per share, to be registered for sale by the selling stockholders, 150,000 of which may be sold by the selling stockholders upon exercise of the underwriters' option to purchase additional shares. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
23.1	Consent of KPMG LLP, independent registered public accounting firm
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1)
24.1*	Power of Attorney (included on page II-6 of the Registration Statement on Form S-1 (File No. 333-260872) filed on November 8, 2021)

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Clearwater, State of Florida, on the 10th day of November, 2021.

KnowBe4, Inc.

By: /s/ Sjoerd Sjouwerman
Name: Sjoerd Sjouwerman
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sjoerd Sjouwerman</u> Sjoerd Sjouwerman	Chief Executive Officer & Directors (Principal Executive Officer)	November 10, 2021
<u>/s/ Shrikrishna Venkataraman</u> Shrikrishna Venkataraman	Co-President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 10, 2021
<u>*</u> Jeremiah Daly	Director	November 10, 2021
<u>*</u> Joseph DiSabato	Director	November 10, 2021
<u>*</u> Kevin Klausmeyer	Director	November 10, 2021
<u>*</u> Stephen Shanley	Director	November 10, 2021
<u>*</u> Gerhard Watzinger	Director	November 10, 2021
<u>Kara Wilson</u> <u>/s/ Sjoerd Sjouwerman</u> *By: Sjoerd Sjouwerman	Attorney-in-Fact	November 10, 2021

* By: /s/ Sjoerd Sjouwerman
Name: Sjoerd Sjouwerman
Title: Attorney-in-Fact



Wilson Sonsini Goodrich & Rosati
Professional Corporation
1301 Avenue of the Americas
40th Floor
New York, New York 10019-6022
O: 212.999.5800
F: 212.999.5899

November 10, 2021

KnowBe4, Inc.
33 N. Garden Avenue
Clearwater, FL 33755

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the "**Registration Statement**") filed by KnowBe4, Inc. (the "**Company**") with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of up to 1,150,000 shares of the Company's Class A common stock, \$0.00001 par value per share (the "**Shares**"), to be sold by certain selling stockholders identified in such Registration Statement (the "**Selling Stockholders**"), including up to 150,000 shares issuable upon exercise of an option granted to the underwriters by certain of the Selling Stockholders. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-260872) (the "**Prior Registration Statement**"), which was declared effective on November 10, 2021, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold by the Selling Stockholders to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company, the Selling Stockholders and the underwriters (the "**Underwriting Agreement**").

We are acting as counsel for the Company in connection with the sale of the Shares by the Selling Stockholders. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion that the Shares to be sold by the Selling Stockholders in accordance with the terms of the Underwriting Agreement have been duly authorized and are validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 3, 2021, except as to Note 1, which is as of April 12, 2021, and Note 2a, which is as of October 21, 2021, with respect to the consolidated financial statements of KnowBe4, Inc., incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

Tampa, Florida

November 10, 2021