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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

KNOWBE4, INC.
(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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The following email was sent to employees of KnowBe4, Inc. (“KnowBe4”) on October 12, 2022 in connection with the pending acquisition of KnowBe4 by affiliates of Vista Equity Partners (“Vista”).

Hello Knowsters,

I’m writing to share an exciting update with you all.

As you recall, a few weeks ago we told you about an offer that we had received from Vista Equity Partners to acquire the outstanding shares of our Company. Today we’re very pleased to announce that we have now entered into a definitive agreement to be acquired by them. A press release containing additional information was issued earlier today and can be accessed here [LINK].

This transaction is the beginning of our Company’s next big chapter. Leveraging its experience and expertise, Vista makes a point of investing in businesses that make a difference and have a demonstrated track record of success. Vista has been a significant stockholder in the Company for some time, and it is clear that they have a deep understanding of our business and a genuine appreciation for our unique approach to cybersecurity. Importantly, Vista’s acquisition of our Company is a testament to the success of our strategy and the strength of our incredible team – and we should all be proud of what we have accomplished leading up to this outcome.

We will have a chance to talk about this news in greater detail on our Daily Briefing Call, but for now, here are some key points:

- **We have a strong, supportive partner in Vista.** With Vista, we will have access to additional resources and support, which will help us achieve our goals and deliver enhanced value to our customers.
- **I am excited to continue leading our team.** A lot of opportunities lie ahead for KnowBe4, made even more possible through our partnership with Vista.
- **For now, it’s business as usual.** Until we complete this transaction, we are still a public company, and we will continue to operate as such. Please remain focused on your day-to-day responsibilities and keep delivering for our customers.

The transaction is expected to close in the first half of 2023, following standard regulatory approvals and an affirmative vote by our stockholders. Once we complete this transaction, KnowBe4’s shares will no longer trade on the Nasdaq Global Select Market, and KnowBe4 will become a private company. There is still a lot of work to do before the deal closes, but in the meantime, we’ll be sure to keep you updated on important developments and key milestones as we are able.

Finally, it’s important that we speak with one voice. If you receive any inquiries from outside parties, please forward them to Kathy Wattman at PR@KnowBe4.com and Ken Talanian at IR@Knowbe4.com.

Thank you for everything you do day in and day out for KnowBe4 and our customers. Let’s keep up the great work.

Sincerely,
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Additional Information and Where to Find It

KnowBe4, its directors and certain executive officers are participants in the solicitation of proxies from stockholders in connection with the pending acquisition of KnowBe4 (the “Transaction”). In connection with the Transaction, KnowBe4 will file a proxy statement (the “Transaction Proxy Statement”) with the Securities and Exchange Commission (the “SEC”) and the Company, certain of its affiliates and certain affiliates of Vista will jointly file a transaction statement on Schedule 13e-3 (the “Schedule 13e-3”). Additional information regarding such participants, including their direct or indirect interests, by security holdings or otherwise, will be included in the Transaction Proxy Statement and other relevant documents to be filed with the SEC in connection with the Transaction. Information relating to the foregoing can also be found in KnowBe4’s definitive proxy statement for its 2022 Annual Meeting of Stockholders (the “2022 Proxy Statement”), which was filed with the SEC on April 6, 2022. To the extent that holdings of KnowBe4’s securities have changed since the amounts printed in the 2022 Proxy Statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

Promptly after filing the definitive Transaction Proxy Statement and the Schedule 13e-3 with the SEC, KnowBe4 will mail such materials and a WHITE proxy card to each stockholder entitled to vote at the special meeting to consider the Transaction. STOCKHOLDERS ARE URGED TO READ THE TRANSACTION PROXY STATEMENT AND THE SCHEDULE 13E-3 (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT KNOWBE4 WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders may obtain, free of charge, the preliminary and definitive versions of the Transaction Proxy Statement and the Schedule 13e-3, any amendments or supplements thereto, and any other relevant documents filed by KnowBe4 with the SEC in connection with the Transaction at the SEC's website (<http://www.sec.gov>). Copies of KnowBe4's definitive Transaction Proxy Statement and the Schedule 13e-3, any amendments or supplements thereto, and any other relevant documents filed by KnowBe4 with the SEC in connection with the Transaction will also be available, free of charge, at KnowBe4's investor relations website (<https://investors.KnowBe4.com>) or by emailing IR@knowbe4.com.

Forward-Looking Statements

This communication contains forward-looking statements that involve risks and uncertainties, including statements regarding the Transaction, including the expected timing of the closing of the Transaction; considerations taken into account by KnowBe4's Special Committee and its Board of Directors in recommending the Transaction for approval and approving the Transaction; and expectations for KnowBe4 following the closing of the Transaction. Such forward looking statements are subject to inherent risks and uncertainties, including those associated with: the possibility that the conditions to the closing of the Transaction are not satisfied, including the risk that required regulatory approvals to consummate the Transaction are not obtained and that KnowBe4's stockholders do not approve the merger agreement; the occurrence of any event, change or other circumstances that could result in the merger agreement being terminated or the merger not being completed on the terms reflected in the merger agreement, or at all, and the risk that the merger agreement may be terminated in circumstances that require us to pay a termination fee; potential litigation relating to the Transaction; uncertainties as to the timing of the consummation of the Transaction; the ability of each party to consummate the Transaction; possible disruption related to the Transaction to KnowBe4's current plans and operations, including through the loss of customers and employees; and other risks and uncertainties detailed in the periodic reports that KnowBe4 files with the SEC, including KnowBe4's Annual Report on Form 10-K filed with the SEC on March 10, 2022 and Quarterly Reports on Form 10-Q filed with the SEC on May 10, 2022 and August 4, 2022, each of which may be obtained on the investor relations section of KnowBe4's website (<https://investors.knowbe4.com>). If any of these risks or uncertainties materialize, or if any of KnowBe4's assumptions prove incorrect, KnowBe4's actual results could differ materially from the results expressed or implied by these forward-looking statements. All forward-looking statements in this communication are based on information available to KnowBe4 as of the date of this communication, and KnowBe4 does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.