

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

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

1. Name and Address of Reporting Person* <u>DISABATO JOSEPH P</u> (Last) (First) (Middle) <u>GOLDMAN SACHS GROUP</u> <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/21/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>KnowBe4, Inc. [KNBE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

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)
<u>Common Stock</u> ⁽¹⁾⁽²⁾	<u>917,000</u>	<u>I</u>	<u>See footnotes</u> ⁽³⁾⁽⁴⁾

**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	Title	Amount or Number of Shares			
<u>Series B Convertible Preferred Stock</u> ⁽¹⁾⁽²⁾	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>13,160,560</u>	<u>(2)</u>	<u>I</u>	<u>See footnotes</u> ⁽³⁾⁽⁴⁾

Explanation of Responses:

- All shares of the series B convertible preferred stock, par value \$0.00001 per share ("Series B Preferred Stock"), of KnowBe4, Inc. (the "Issuer") will automatically be converted on a one-for-one basis to shares of the Issuer's common stock, par value \$0.00001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering (the "IPO") of its Class A common stock, par value \$0.00001 per share ("Class A Common Stock"), without payment of consideration. Immediately thereafter, but still prior to the closing of the IPO, all shares of Common Stock will be reclassified into shares of the Issuer's Class B common stock, par value \$0.00001 ("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 conditions and exceptions, convert automatically into one share of Class A Common Stock upon any transfer. The preferred stock has no expiration date.
- The Reporting Person, a managing director of Goldman Sachs & Co. LLC ("Goldman Sachs"), is a member of the board of directors of the Issuer. Goldman Sachs is a subsidiary of The Goldman Sachs Group, Inc. ("GS Group").
- Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 917,000 shares of Common Stock and 13,160,560 shares of Series B Preferred Stock beneficially owned directly by certain investment partnerships (the "GS Funds"), because affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing general partner, managing partner, managing member or member of each of the GS Funds. Goldman Sachs is the investment manager of the GS Funds. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

/s/ Jamison Yardley, 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.

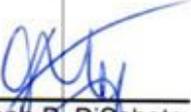
POWER OF ATTORNEY

The undersigned does hereby make, constitute and appoint each of Jamison Yardley, Nathan R. Burby, and Crystal Orgill (and any other employee, of The Goldman Sachs Group, Inc. (the "Company") or one of its affiliates, performing the function in connection with which this Power of Attorney has been granted designated in writing by one of the attorneys-in-fact), as his true and lawful attorney-in-fact, acting for him in his respective name, place and stead, whether acting individually or as a representative of others, to approve, execute and deliver any documentation required to be made by him under the Securities Exchange Act of 1934 (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by him under the Act, such documents to be in such form as such attorney-in-fact may approve on the undersigned's behalf, such approval to be conclusively evidenced by the due execution thereof, and granting unto such attorney-in-fact full power, including substitution and resubstitution, and authority to act in the premises as fully and to all intents and purposes as the undersigned might or could do in person, and hereby ratifies, approves and confirms all that such attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until the earlier of (i) February 12, 2024 and (ii) such time that it is revoked in writing by the undersigned; provided that in the event the attorney-in-fact ceases to be an employee of the Company or its affiliates or ceases to perform the function in connection with which he was appointed attorney-in-fact prior to such time, this Power of Attorney shall cease to have effect in relation to such attorney-in-fact upon such cessation but shall continue in full force and effect in relation to any remaining attorneys-in-fact. The undersigned has the unrestricted right unilaterally to revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2021.

By: 
Name: Joseph P. DiSabato