

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>VEPF VII GP, LTD.</u> <hr/> (Last) (First) (Middle) C/O VISTA EQUITY PARTNERS 4 EMBARCADERO CENTER, 20TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)	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>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
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**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			
Series A-1 Preferred Stock	(2)	(2)	Common Stock <sup>(1)</sup>	4,064,760	(2)	I	See footnote <sup>(3)</sup>
Series B Preferred Stock	(2)	(2)	Common Stock <sup>(1)</sup>	3,196,880	(2)	I	See footnote <sup>(3)</sup>
Series C Preferred Stock	(2)	(2)	Common Stock <sup>(1)</sup>	739,320	(2)	I	See footnote <sup>(3)</sup>
Series C-1 Preferred Stock	(2)	(2)	Common Stock <sup>(1)</sup>	6,557,000	(2)	I	See footnote <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>VEPF VII GP, LTD.</u> <hr/> (Last) (First) (Middle) C/O VISTA EQUITY PARTNERS 4 EMBARCADERO CENTER, 20TH FLOOR <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>VEPF VII SPV I HOLDINGS, L.P.</u> <hr/> (Last) (First) (Middle) C/O VISTA EQUITY PARTNERS 4 EMBARCADERO CENTER, 20TH FLOOR <hr/> (City) (State) (Zip)
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(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
VISTA EQUITY PARTNERS FUND VII GP, L.P.

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(Last) (First) (Middle)  
C/O VISTA EQUITY PARTNERS  
4 EMBARCADERO CENTER, 20TH FLOOR

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(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SMITH ROBERT F

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(Last) (First) (Middle)  
C/O VISTA EQUITY PARTNERS  
401 CONGRESS DRIVE, SUITE 3100

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(Street)  
AUSTIN TX 78701

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(City) (State) (Zip)

**Explanation of Responses:**

1. Prior to the closing of the initial public offering of Class A common stock, par value \$0.00001 per share ("Class A Common Stock") of KnowBe4, Inc. (the "Issuer"), all shares of common stock, par value \$0.00001 per share ("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 exceptions, convert automatically into one share of Class A Common Stock upon any transfer.
2. Shares of Series A-1 Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series C-1 Convertible Preferred Stock are convertible, at the option of the holder or automatically immediately prior to the closing of the initial public offering of the Issuer, into shares of Common Stock on a one-for-one basis. Immediately thereafter, but still prior to the closing of the initial public offering of the Issuer, all shares of Common Stock will be reclassified into shares of 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.
3. The securities reported herein are held directly by VEPF VII SPV I Holdings, L.P., or Vista SPV. Vista Equity Partners Fund VII GP, L.P., or Fund VII GP, is the sole general partner of Vista SPV. Fund VII GP's sole general partner is VEPF VII GP, Ltd., or Fund VII UGP. Robert F. Smith is the sole director and one of the members of Fund VII UGP. Consequently, Mr. Smith, Fund VII GP and Fund VII UGP may be deemed the beneficial owners of the shares held by Vista SPV. Each of the reporting persons expressly disclaim beneficial ownership of any shares not held directly, except to the extent of its or his pecuniary interest.

**Remarks:**

Exhibit 24.1 - Power of Attorney

/s/ Robert F. Smith,  
Authorized Signatory of  
VEPF VII SPV I Holdings, 04/21/2021  
L.P.

/s/ Robert F. Smith,  
Authorized Signatory of  
Vista Equity Partners Fund 04/21/2021  
VII GP, L.P.

/s/ Robert F. Smith,  
Authorized Signatory of 04/21/2021  
VEPF VII GP, Ltd.

/s/ Robert F. Smith 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

FOR SECTION 16 REPORTING OBLIGATIONS

April 21, 2021

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Christina Lema, Monti Saroya and Nick Prickel, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding common stock of KnowBe4, Inc., a Delaware Corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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 to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

Signed and acknowledged:  
VEPF VII SPV I HOLDINGS, L.P.

By: VISTA EQUITY PARTNERS FUND VII GP, L.P.  
Its: General Partner

By: VEPF VII GP, LTD.  
Its: General Partner

/s/ Robert F. Smith  
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By: Robert F. Smith  
Its: Director

Signed and acknowledged:  
VISTA EQUITY PARTNERS FUND VII GP, L.P.

By: VEPF VII GP, LTD.  
Its: General Partner

/s/ Robert F. Smith  
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By: Robert F. Smith  
Its: Director

Signed and acknowledged:  
VEPF VII GP, LTD.

/s/ Robert F. Smith  
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By: Robert F. Smith  
Its: Director

Signed and acknowledged:

/s/ Robert F. Smith  
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Robert F. Smith