

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Sjouwerman Sjoerd</u> _____ (Last) (First) (Middle) <u>C/O KNOWBE4, INC.</u> <u>33 N. GARDEN AVENUE</u> _____ (Street) <u>CLEARWATER, FL</u> <u>33755</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>KnowBe4, Inc. [ KNBE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Executive Officer</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2023</u>					
			4. 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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/01/2023		D		519,534 <sup>(1)</sup>	D	\$24.9 <sup>(2)</sup>	0	D	
Class A Common Stock	02/01/2023		D		2,189,121	D	\$24.9 <sup>(2)</sup>	0	I	See footnote <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$0.0	02/01/2023		D		2,189,121		(4)	(4)	Class A Common Stock	2,189,121	\$24.9	0	I	See footnote <sup>(3)</sup>

**Explanation of Responses:**

- Represents 122,769 shares and 396,766 restricted stock units ("RSUs") that were disposed of at the effective time (the "Effective Time") of the merger (the "Merger") of Oranje Merger Sub, Inc. with and into KnowBe4, Inc. (the "Issuer") pursuant to an Agreement and Plan of Merger, dated October 11, 2022, by and among the Issuer, Oranje Holdco, LLC and Oranje Merger Sub, Inc.
- At the Effective Time, (i) each outstanding share of the Issuer's Class A common stock was canceled and converted into the right to receive \$24.90 in cash, without interest, per share, and (ii) the unvested RSUs were canceled and converted into the contingent right to receive a cash payment of \$9,879,473 (which represents \$24.90 per unvested RSU), which will vest and become payable pursuant to the time-based vesting schedule that the unvested RSUs were subject to immediately prior to the Effective Time.
- The shares are held of record by the Sjouwerman Enterprises Limited Partnership, or SELP. The sole general manager of SELP is Sjouwerman Management, LLC, of which the Reporting Person and his spouse are managers.
- Represents shares that were disposed of at the Effective Time. At the Effective Time, each outstanding share of the Issuer's Class B common stock was canceled and converted into the right to receive \$24.90 in cash, without interest, per share.

**Remarks:**

The foregoing descriptions in notes (1), (2) and (4) are qualified in their entirety by reference to the terms of the Merger Agreement. In the event of any conflict between the descriptions above and the terms set forth in the Merger Agreement, the terms set forth in the Merger Agreement shall control.

/s/ Alicia Dietzen, as Attorney-in-Fact 02/01/2023

\*\* 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 4 (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.