

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Venkataraman Shrikrishna</u> (Last) (First) (Middle) C/O KNOWBE4, INC. 33 N. GARDEN AVENUE (Street) CLEARWATER FL 33755 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/15/2022		F		14,665 ⁽¹⁾	D	\$24.6	364,083 ⁽²⁾⁽³⁾	D	
Class A Common Stock	02/01/2023		D		364,083 ⁽³⁾	D	\$24.9 ⁽⁴⁾	0	D	

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
Stock Option (right to buy)	\$1.02	02/01/2023		D			457,240	(5)	04/05/2028	Class B Common Stock	457,240	\$24.9	0	D	
Stock Option (right to buy)	\$3.42	02/01/2023		D			182,280	(6)	08/28/2029	Class B Common Stock	182,280	\$24.9	0	D	
Stock Option (right to buy)	\$4.97	02/01/2023		D			333,840	(7)	02/26/2030	Class B Common Stock	333,840	\$24.9	0	D	
Stock Option (right to buy)	\$5.6	02/01/2023		D			249,040	(8)	06/01/2030	Class B Common Stock	249,040	\$24.9	0	D	
Stock Option (right to buy)	\$5.85	02/01/2023		D			94,440	(9)	10/27/2030	Class B Common Stock	94,440	\$24.9	0	D	

Explanation of Responses:

- Shares withheld by KnowBe4, Inc. (the "Issuer") to satisfy tax withholding obligations in connection with the vesting of restricted stock units ("RSUs") based on the closing price of the Issuer's Class A common stock on Nasdaq on November 15, 2022.
- The number of shares of Class A common stock beneficially owned following this transaction reflects (i) the forfeiture of one additional share of the Issuer's Class A common stock on August 20, 2021 (in addition to the 11 shares disclosed as forfeited by the Reporting Person on Form 4 on August 24, 2021) and (ii) 1,562 shares of Class A common stock acquired pursuant to the Issuer's 2021 Employee Stock Purchase Plan on November 22, 2021.
- Represents 180,275 shares and 183,808 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) pursuant to the terms of the Issuer's Outside Director Compensation Policy and/or RSU award agreements between the Issuer and the Reporting Person, the RSUs vested in full in connection with the Merger. At the Effective Time, the vested RSUs were canceled and converted into the right to receive a cash payment of \$4,576,819, which represents \$24.90 per vested RSU.
- This option was fully vested at the Effective Time. At the Effective Time, this option was canceled and converted into the right to receive a cash payment of \$10,918,891, which represents the difference between (i) the exercise price of the option and (ii) the product of \$24.90 and the number of shares subject to the option.
- This option was fully vested at the Effective Time. At the Effective Time, this option was canceled and converted into the right to receive a cash payment of \$3,915,374, which represents the difference between (i) the exercise price of the option and (ii) the product of \$24.90 and the number of shares subject to the option.
- This option was fully vested at the Effective Time. At the Effective Time, this option was canceled and converted into the right to receive a cash payment of \$6,653,431, which represents the difference between (i) the exercise price of the option and (ii) the product of \$24.90 and the number of shares subject to the option.
- This option was fully vested at the Effective Time. At the Effective Time, this option was canceled and converted into the right to receive a cash payment of \$4,806,472, which represents the difference between (i) the exercise price of the option and (ii) the product of \$24.90 and the number of shares subject to the option.
- This option was fully vested at the Effective Time. At the Effective Time, this option was canceled and converted into the right to receive a cash payment of \$1,799,082, which represents the difference between (i) the exercise price of the option and (ii) the product of \$24.90 and the number of shares subject to the option.

Remarks:

/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.

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