

OMB APPROVAL	
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**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>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) 10/21/2022	
	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	10/21/2022		c <sup>(1)</sup>		28,105	A	\$0 <sup>(1)</sup>	405,292 <sup>(2)</sup>	D	
Class A Common Stock	10/21/2022		s <sup>(3)</sup>		28,105	D	\$24.5004 <sup>(4)</sup>	377,187 <sup>(2)</sup>	D	
Class A Common Stock	10/24/2022		c <sup>(1)</sup>		158,286	A	\$0 <sup>(1)</sup>	535,473 <sup>(2)</sup>	D	
Class A Common Stock	10/24/2022		s <sup>(3)</sup>		158,286	D	\$24.5161 <sup>(5)</sup>	377,187 <sup>(2)</sup>	D	
Class A Common Stock	10/25/2022		c <sup>(1)</sup>		88,299	A	\$0 <sup>(1)</sup>	465,486 <sup>(2)</sup>	D	
Class A Common Stock	10/25/2022		s <sup>(3)</sup>		88,299	D	\$24.5469 <sup>(6)</sup>	377,187 <sup>(2)</sup>	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	10/21/2022		M			9,269	(7)	04/05/2028	Class B Common Stock	9,269	\$0	641,731	D	
Class B Common Stock	\$0.0	10/21/2022		M		9,269		(1)	(1)	Class A Common Stock	9,269	\$1.02	9,269	D	
Stock Option (right to buy)	\$3.42	10/21/2022		M		9,300		(8)	08/28/2029	Class B Common Stock	9,300	\$0	242,040	D	
Class B Common Stock	\$0.0	10/21/2022		M		9,300		(1)	(1)	Class A Common Stock	9,300	\$3.42	18,569	D	
Stock Option (right to buy)	\$4.97	10/21/2022		M		9,536		(9)	02/26/2030	Class B Common Stock	9,536	\$0	336,174	D	
Class B Common Stock	\$0.0	10/21/2022		M		9,536		(1)	(1)	Class A Common Stock	9,536	\$4.97	28,105	D	
Class B Common Stock	\$0.0	10/21/2022		C <sup>(1)</sup>		28,105		(1)	(1)	Class A Common Stock	28,105	\$0	0	D	
Stock Option (right to buy)	\$1.02	10/24/2022		M		96,192		(7)	04/05/2028	Class B Common Stock	96,192	\$0	545,539	D	
Class B Common Stock	\$0.0	10/24/2022		M		96,192		(1)	(1)	Class A Common Stock	96,192	\$1.02	96,192	D	
Stock Option (right to buy)	\$3.42	10/24/2022		M		59,760		(8)	08/28/2029	Class B Common Stock	59,760	\$0	182,280	D	
Class B Common Stock	\$0.0	10/24/2022		M		59,760		(1)	(1)	Class A Common Stock	59,760	\$3.42	155,952	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	Amount or Number of Shares				
Stock Option (right to buy)	\$4.97	10/24/2022		M			2,334	(9)	02/26/2030	Class B Common Stock	2,334	\$0	333,840	D	
Class B Common Stock	\$0.0	10/24/2022		M		2,334		(1)	(1)	Class A Common Stock	2,334	\$4.97	158,286	D	
Class B Common Stock	\$0.0	10/24/2022		C <sup>(1)</sup>			158,286	(1)	(1)	Class A Common Stock	158,286	\$0	0	D	
Stock Option (right to buy)	\$1.02	10/25/2022		M			88,299	(7)	04/05/2028	Class B Common Stock	88,299	\$0	457,240	D	
Class B Common Stock	\$0.0	10/25/2022		M		88,299		(1)	(1)	Class A Common Stock	88,299	\$1.02	88,299	D	
Class B Common Stock	\$0.0	10/25/2022		C <sup>(1)</sup>			88,299	(1)	(1)	Class A Common Stock	88,299	\$0	0	D	

**Explanation of Responses:**

- Each share of the Issuer's Class B Common Stock, par value \$0.00001 per share (the "Class B Common Stock") is convertible at any time at the option of the holder into one share of the Issuer's Class A Common Stock, par value \$0.00001 per share (the "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.
- Certain of these securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of Class A Common Stock, subject to the applicable vesting schedule and conditions of each RSU.
- The sale of shares reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Person on May 28, 2021 and subsequently modified on June 1, 2022.
- Represents the weighted average share price of an aggregate total of 28,105 shares sold in the price range of \$24.50 to \$24.51 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Represents the weighted average share price of an aggregate total of 158,286 shares sold in the price range of \$24.50 to \$24.59 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Represents the weighted average share price of an aggregate total of 88,299 shares sold in the price range of \$24.50 to \$24.57 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Option granted under the the Issuer's 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option vested on April 5, 2019, and, thereafter, the remaining number of shares subject to the option vested in equal monthly installments over the following thirty-six (36) months.
- Option granted under the Issuer's 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option vested on August 28, 2020, and, thereafter, remaining number of shares subject to the option shall vest in equal monthly installments over the following thirty-six (36) months.
- Option granted under the Issuer's 2016 Equity Incentive Plan. Twenty-five percent (25%) of the shares subject to the option vested on February 26, 2021, and, thereafter, the remaining number of shares subject to the option shall in equal monthly installments over following thirty-six (36) months.

**Remarks:**

/s/ Kristen Wiggins, as Attorney-in-Fact      10/25/2022

\*\* 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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