

| 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

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| 1. Name and Address of Reporting Person* <u>Daly Jeremiah</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2021 | |
| | 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 | 11/15/2021 | | C ⁽¹⁾ | | 4,966,691 | A | \$0.00 ⁽¹⁾ | 4,966,691 | I | See footnotes ⁽²⁾⁽³⁾ |
| Class A Common Stock | 11/15/2021 | | S ⁽⁴⁾ | | 4,966,691 | D | \$24.72 ⁽⁴⁾ | 0 | I | See footnotes ⁽²⁾⁽³⁾ |

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 |
| Class B Common Stock | (1) | 11/15/2021 | | C ⁽¹⁾ | | | 4,966,691 ⁽²⁾⁽³⁾ | (1) | (1) | Class A Common Stock | 4,966,691 ⁽²⁾⁽³⁾ | \$0.00 ⁽¹⁾ | 37,069,823 | I | See footnotes ⁽³⁾⁽⁵⁾ |

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.
- Consists of (i) 3,540,723 shares held by Elephant Partners I, L.P., (ii) 310,367 shares held by Elephant Partners II, L.P. for itself and as nominee for Elephant Partners II-B, L.P., and (iii) 1,115,601 shares held by Elephant Partners 2019 SPV-A, L.P. (collectively, the "Elephant Entities"). Elephant Partners GP I, LLC is the general partner of each of Elephant Partners I, L.P. and Elephant Partners 2019 SPV-A, L.P., and Elephant Partners GP II, LLC is the general partner of each of Elephant Partners II, L.P. and Elephant Partners II-B, L.P. The Reporting Person and Andrew Hunt are the managing members of each of Elephant Partners GP I, LLC and Elephant Partners GP II, LLC and may be deemed to have voting and dispositive power over the shares held by each of the Elephant Entities.
- The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein, and the filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of any securities reported herein.
- Pursuant to an underwriting agreement and in connection with a registered public offering of shares of the Issuer's Class A Common Stock, pursuant to a final prospectus dated November 10, 2021, which offering was consummated on November 15, 2021, the Elephant Entities collectively sold 4,966,691 shares of Class A Common Stock, at a price per share of \$24.72 (after underwriting discounts and commissions). Each of the Elephant Entities was a selling stockholder in the registered public offering.
- Consists of (i) 26,426,861 shares held by Elephant Partners I, L.P., (ii) 2,316,470 shares held by Elephant Partners II, L.P. for itself and as nominee for Elephant Partners II-B, L.P., and (iii) 8,326,492 shares held by Elephant Partners 2019 SPV-A, L.P. Elephant Partners GP I, LLC is the general partner of each of Elephant Partners I, L.P. and Elephant Partners 2019 SPV-A, L.P., and Elephant Partners GP II, LLC is the general partner of each of Elephant Partners II, L.P. and Elephant Partners II-B, L.P. The Reporting Person and Andrew Hunt are the managing members of each of Elephant Partners GP I, LLC and Elephant Partners GP II, LLC and may be deemed to have voting and dispositive power over the shares held by each of the Elephant Entities.

Remarks:

/s/ Patrick Cammarata, Attorney-in-Fact 11/17/2021

** 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 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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