

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

**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

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. Issuer Name and Ticker or Trading Symbol <u>KnowBe4, Inc.</u> [ KNBE ] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2023 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
		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 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		J <sup>(1)</sup>		16,432,960 <sup>(2)</sup>	D	(1)	0	I	See footnote <sup>(2)</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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
VEPF VII GP, LTD.  


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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\*  
VEPF VII SPV I HOLDINGS, 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\*  
VEPF VII SPV I, 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)

(Last) (First) (Middle)

C/O VISTA EQUITY PARTNERS  
4 EMBARCADERO CENTER, 20TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

VISTA EQUITY PARTNERS FUND VII GP, L.P.

(Last) (First) (Middle)

C/O VISTA EQUITY PARTNERS  
4 EMBARCADERO CENTER, 20TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

SMITH ROBERT F

(Last) (First) (Middle)

C/O VISTA EQUITY PARTNERS  
401 CONGRESS DRIVE, SUITE 3100

(Street)

AUSTIN TX 78701

(City) (State) (Zip)

**Explanation of Responses:**

1. On February 1, 2023 (the "Effective Time"), Oranje Merger Sub, Inc. merged 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, Inc. (formerly known as Oranje Holdco, LLC) ("Parent") and Oranje Merger Sub, Inc., Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and a direct wholly-owned subsidiary of Parent, an affiliate of Vista Equity Partners Management, LLC. At the Effective Time, the Reporting Persons contributed and transferred to an entity that indirectly owns 100% of the equity interests of Parent all shares of Issuer Class A Common Stock in exchange for newly issued equity interests of Parent.

2. Prior to the consummation of the Merger, (i) VEPF VII SPV I, L.P., or Vista SPV, was the direct beneficial owner of of 1,875,000 shares of Class A Common Stock and (ii) Vista SPV Holdings was the direct beneficial owner of 14,557,960 shares of Class A Common Stock. Vista Equity Partners Fund VII GP, L.P., or Fund VII GP, is the sole general partner of Vista SPV and Vista SPV Holdings. 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 and Vista SPV Holdings. 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:**

/s/ Robert F. Smith,  
Authorized Signatory of Vista  
Equity Partners Fund VII GP, 02/03/2023  
L.P.

/s/ Robert F. Smith,  
Authorized Signatory of  
VEPF VII SPV I Holdings, 02/03/2023  
L.P.

/s/ Robert F. Smith,  
Authorized Signatory of  
VEPF VII SPV I, L.P. 02/03/2023

/s/ Robert F. Smith,  
Authorized Signatory of  
VEPF VII GP, Ltd. 02/03/2023

/s/ Robert F. Smith 02/03/2023

\*\* 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.