FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
Estimated average	hurden						

0.5

hours per response:

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* Cheng Chi Fung (Last) (First) (Middle) 110 RIO ROBLES (Street) SAN JOSE CA 95134 (City) (State) (Zip)																	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any		d 3. Date, Transac Code (I		saction	4. Securities Acquired (A) or			d (A) or	5. Amount of Securities Beneficially Owned		6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount 0		or	Price		Reported Transaction(s) (Instr. 3 and 4)		(msu. 4)		(111301. 4)
Ordinary Shares 12/01/2022				S ⁽¹⁾		1	1,550	D	\$14.2487(2)		11,255,802		D				
Ordinary Shares 01/05/2023				A		100	0,000(3)	A	\$0		11,355,802		D				
Ordinary Shares 05/22/2023				S ⁽⁴			24	40,000	D	\$10.513	134 ⁽⁵⁾		00,000		I	By Family Member ⁽⁶⁾	
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 (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)			Code (Instr. 8) of Deriv Secu Acqu (A) o Dispr of (D		vative rities nired r osed)	Expirat (Month	ion Date (Day/Year)		Amou or Numb		De Se (In	Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Form: Direct (D) or Indirect	Beneficial Ownership ct (Instr. 4)	
	Chi Fung (Fir ROBLES SE CA (Sta Security (Insta Shares Shares Shares 2. Conversion or Exercise Price of Derivative	(First) (Name of Name	(First) (Middle) ROBLES SE CA 95134 (State) (Zip) Table I - Non-Derivate (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative (e.g., put (e.g., put (month/Day/Year)) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	Chi Fung (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Shares 12/01/2022 Shares 12/01/2023 Table II - Derivative Security (e.g., puts, cal Code (in any (Month/Day/Year)) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) 2. Conversion Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instruction Date, if any (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Chi Fung (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Shares 12/01/2022 Shares 12/01/2023 Table II - Derivative Security (e.g., puts, calls, verice of Derivative Security (Month/Day/Year) 2. Conversion of Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8)	Chi Fung (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Table I - Non-Derivative Securities Check this bot to satisfy the a company (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Shares 12/01/2022 Shares 12/01/2022 Shares 12/01/2022 Table II - Derivative Securities (e.g., puts, calls, warrate (e.g., puts, calls, warrate (month/Day/Year) 2. Conversion or Exercise Price of Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrate (e.g., puts, calls, warrate (month/Day/Year) 2. Transaction Date (month/Day/Year) (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) (Month/Day/Year)	Credo Technolog CRDO] (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Table I - Non-Derivative Securities Acquege (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquege (e.g., puts, calls, warrants, and points and points and put of the same of the put of the same of the put	Credo Technology Grock (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Rule 10b5-1(c) Tran Check this box to indicate that to satisfy the affirmative defer defending and the satisfy the affirmative deference of the satisfy the affirmation of the satisfy the aff	Chi Fung (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Rule 10b5-1(c) Transaction (Mont 12/01/2022 4. If Amendment, Date of Original File to satisfy the affirmative defense compared to sat	Chi Fung (First) (Middle) ROBLES (First) (Middle) ROBLES (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year 12/01/2022 4. If Amendment, Date of Original Filed (Month/Day/Year 12/01/2022 4. If Amendment, Date of Original Filed (Month/Day/Year 12/01/2022 4. If Amendment, Date of Original Filed (Month/Day/Year 12/01/2022 5. Check this box to indicate that a transaction was to satisfy the affirmative defense conditions of Resecution Date (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Shares 12/01/2022 3. Date of Earliest Transaction (Month/Day/Year) Check this box to indicate that a transaction was to satisfy the affirmative defense conditions of Resecution Date, if any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Shares 12/01/2022 3. Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Shares 12/01/2022 3. Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date (Nonth/Day/Year) Shares 12/01/2022 3. Date of Earliest Transaction Value of Original Filed (Month/Day/Year) 2. Transaction Date (Nonth/Day/Year) Shares 12/01/2022 3. Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date (Nonth/Day/Year) Shares 12/01/2022 3. Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date (Nonth/Day/Year) Shares 12/01/2022 3. Deemed Execution Date, (Nonth/Day/Year) Shares 12/01/2022 5. (1) 1,550 Code V Amount (Nonth/Day/Year) Code (Instr. 8) 3. Transaction Date (Nonth/Day/Year) Shares 12/01/2022 3. Deemed Execution Date, (Nonth/Day/Year) Shares 12/01/2022 5. (1) 1,550 Code (Instr. 8) 5. (1) 2. (Chi Fung (First) (Middle) ROBLES (First) (Middle) ROBLES (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year) Rule 10b5-1(c) Transaction Indicate that a transaction was made to satisfy the affirmative defense conditions of Rule 10 to satisfy the affirmative defense c	Credo Technology Group Holding Ltd [CRDO]	Chi Fung (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year) Rule 10b5-1(c) Transaction Indication Rule 10b5-1(c) Transaction Indication X Check this box to indicate that a transaction was made pursuant to a constitution of taxe in the first of the fi	Chi Fung (First) (Middle) ROBLES SE CA 95134 (State) (Zip) Rule 10b5-1(c) Transaction Indication Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Policy) (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Shares 12/01/2022 3. Deemed Execution Date, If any (Month/Day/Year) Shares 12/01/2022 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner Code (Instr. 3) Shares 12/01/2022 Shares 12/01/2023 A 100,000(3) A \$0 11,3 Shares 2. Transaction Code (Instr. 3) Shares 3. Transaction Code (Instr. 3) Shares 5(4) 240,000 D \$10.5134(5) 400 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owner (Instr. 3) Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Observative Securities Acquired (B) Securities Acqui	Chi Fung (First) (Middle) ROBLES CEA 95134 (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year) Rule 10b5-1(c) Transaction Indication Rule 10b5-1(c) Transaction Indication Rule 10b5-1(c) Transaction Machine and pursuant to a contract, instruction or to a startly the affirmative defense conditions of Rule 10b5-1(c). See instruction of the person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Shares 12/01/2022 Shares 12/01/2022 Shares 12/01/2022 Shares 12/01/2023 Shares 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities) 3. Transaction Date (month/Day/Year) (Month/Day/	Chi Fung (First) (Middle) ROBLES (First) (Middle) ROBLES (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year) Rule 10b5-1(c) Transaction Indication Rule 10b5-1(c	Chi Fung (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) RULE 10b5-1(c) Transaction (Month/Day/Year) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is to satisfy the affirmative defense conditions of raule 10b5-1(c). See instruction 10. Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is to satisfy the affirmative defense conditions of raule 10b5-1(c). See instruction 10. Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is to satisfy the affirmative defense conditions of raule 10b5-1(c). See instruction 10. Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is to satisfy the affirmative defense conditions of raule 10b5-1(c). See instruction 10. Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is box to indicate that a transaction was made pursuant to a contract, instruction or written

Explanation of Responses:

- 1. The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of Restricted Stock Units ("RSUs"). The sale is mandated by the Issuer's election to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.
- 2. This transaction was executed in multiple trades at prices ranging from \$13.795 to \$14.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- 3. Represents RSUs that will vest over a period of four years subject to continued employment through each vesting date.
- 4. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse on October 13, 2022.
- 5. This transaction was executed in multiple trades at prices ranging from \$10.50 to \$10.58. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- 6. Represents ordinary shares held by the Reporting Person's mother-in-law. The Reporting Person's spouse has investment control over ordinary shares held by the Reporting Person's mother-in-law. The Reporting Person disclaims beneficial ownership of these indirectly held shares except to the extent of any pecuniary interest therein.

Remarks:

/s/ Adam Thorngate-Gottlund, attorney-in-fact

05/24/2023

Jigi i

** 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.