

☐ 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>TAN LIP BU</u>  (Last) (First) (Middle) <u>110 RIO ROBLES</u>  (Street) <u>SAN JOSE CA 95134</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Credo Technology Group Holding Ltd [ CRDO ]</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) <u>12/05/2022</u>	
	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			
Ordinary Shares	12/05/2022		s <sup>(1)</sup>		35,808	D	\$15.0221 <sup>(2)</sup>	5,442,371	I	Celesta Capital II, L.P. <sup>(3)</sup>
Ordinary Shares	12/05/2022		s <sup>(1)</sup>		71,884	D	\$15.0221 <sup>(2)</sup>	2,236,029	I	Celesta Capital III, L.P. <sup>(4)</sup>
Ordinary Shares	12/06/2022		s <sup>(1)</sup>		115,341	D	\$14.6053 <sup>(5)</sup>	5,327,030	I	Celesta Capital II, L.P. <sup>(3)</sup>
Ordinary Shares	12/06/2022		s <sup>(1)</sup>		202,725	D	\$14.6053 <sup>(5)</sup>	2,033,304	I	Celesta Capital III, L.P. <sup>(4)</sup>
Ordinary Shares	12/06/2022		s <sup>(1)</sup>		400	D	\$15	253,336	I	A&E Investment LLC <sup>(6)</sup>
Ordinary Shares	12/06/2022		s <sup>(1)</sup>		12,815	D	\$15.0279 <sup>(7)</sup>	4,486,894	I	China Walden Venture Investments II, L.P. <sup>(8)</sup>
Ordinary Shares	12/07/2022		s <sup>(1)</sup>		49,600	D	\$15.0674 <sup>(9)</sup>	203,736	I	A&E Investment LLC <sup>(6)</sup>
Ordinary Shares	12/07/2022		s <sup>(1)</sup>		20,901	D	\$15.0171 <sup>(10)</sup>	4,465,993	I	China Walden Venture Investments II, L.P. <sup>(8)</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					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to Rule 144.  
2. This transaction was executed in multiple trades at prices ranging from \$14.75 to \$15.26. 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. The Reporting Person is the Managing Director of Celesta Capital GP II, Ltd., which is the general partner of Celesta Capital II, L.P. The Reporting Person disclaims beneficial ownership of these indirectly held shares except to the extent of any pecuniary interest therein.

4. The Reporting Person is the Managing Director of Celesta Capital GP III, LLC, which is the general partner of Celesta Capital III, L.P. The Reporting Person disclaims beneficial ownership of these indirectly held shares except to the extent of any pecuniary interest therein.

5. This transaction was executed in multiple trades at prices ranging from \$14.55 to \$15.12. 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. The Reporting Person is the Manager of A&E Investment LLC, an entity owned by the Reporting Person's family trust for which the Reporting Person is a joint trustee.

7. This transaction was executed in multiple trades at prices ranging from \$15 to \$15.13. 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.

8. The Reporting Person is the Managing Director of China Walden Venture Investment II G.P., Ltd., which is the general partner of China Walden Venture Investments II, L.P. The Reporting Person disclaims beneficial ownership of these indirectly held shares except to the extent of any pecuniary interest therein.

9. This transaction was executed in multiple trades at prices ranging from \$15 to \$15.19. 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.

10. This transaction was executed in multiple trades at prices ranging from \$15 to \$15.09. 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.

**Remarks:**

/s/ Adam Thorngate-Gottlund, attorney-in-fact    12/07/2022

\*\* 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.

**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.**