FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549	

	Washington, D.C. 20049	
<b>STATEMENT</b>	OF CHANGES IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPI	OMB APPROVAL								
OMB Number:	3235-0287								
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Sutardja, Pantas				2. Issuer Name <b>and</b> Ticker or Trading Symbol Credo Technology Group Holding Ltd [ CRDO]									ck all app	licable)	ng Person(s) to		Issuer Owner		
(Last) (First) (Middle) 110 RIO ROBLES					3. Date of Earliest Transaction (Month/Day/Year) 12/20/2023								1	Office below	cer (give title w)		Other (specify below)		
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	6. Individual or Joint/Group Filing (Check Applicable Line)							
SAN JOS	SE CA	A 9	5134											Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(City) (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 intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																	
		Table	I - No	n-Deriva	tive S	Secui	ities	Acq	uired,	Dis	posed of	, or I	Bene	eficial	y Own	ed			
1. Title of Security (Instr. 3)  2. Transact Date (Month/Day			Execution Date,		Date,	3. Transaction Code (Instr. 8)  4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)						ties cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership				
						Code	v	Amount	(A) (D)	) or )	Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Ordinary	Shares			12/20/2	2023		A		9,583(1)	A   S		<b>\$0</b>	5,913,202			D			
Ordinary	Shares			12/20/2	:023		A		9,583(2)		A	\$ <mark>0</mark>	5,9	022,785		D			
		Tal	ble II -								osed of, onvertib				Owne	d		,	
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 Expirati (Month/	ion Da		7. Title and Amount of Securities Underlying Derivative Security (In 3 and 4)		nstr.	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y G	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		(D)	Date Exercis	ahle	Expiration Date	Title	Num of Shar						

## **Explanation of Responses:**

- 1. Represents restricted stock units that will fully vest upon the earlier of (a) the one year anniversary of the grant date, or (b) the date of the Issuer's 2024 Annual General Meeting, in each case subject to continued service through the vesting date.
- 2. Represents restricted stock units that will fully vest upon the one year anniversary of the grant date, subject to continued service through the vesting date.

## Remarks:

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

12/28/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.