

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

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

1. Name and Address of Reporting Person* <u>TAN LIP BU</u>  (Last) (First) (Middle) <u>1600 TECHNOLOGY DRIVE</u>  (Street) <u>SAN JOSE CA 95110</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Credo Technology Group Holding Ltd [ CRDO ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2022</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	01/31/2022		C		1,500,000	A	(1)	3,000,000	I	Celesta Capital II, L.P. <sup>(2)</sup>
Ordinary Shares	01/31/2022		C		2,386,846	A	(1)	5,386,846	I	Celesta Capital II, L.P. <sup>(2)</sup>
Ordinary Shares	01/31/2022		C		200,276	A	(1)	5,587,122	I	Celesta Capital II, L.P. <sup>(2)</sup>
Ordinary Shares	01/31/2022		C		324,405	A	(1)	5,911,527	I	Celesta Capital II, L.P. <sup>(2)</sup>
Ordinary Shares	01/31/2022		C		1,500,000	A	(1)	3,000,000	I	China Walden Venture Investments II, L.P. <sup>(3)</sup>
Ordinary Shares	01/31/2022		C		1,193,423	A	(1)	4,193,423	I	China Walden Venture Investments II, L.P. <sup>(3)</sup>
Ordinary Shares	01/31/2022		C		500,658	A	(1)	4,694,081	I	China Walden Venture Investments II, L.P. <sup>(3)</sup>
Ordinary Shares	01/31/2022		C		160,220	A	(1)	160,220	I	A&E Investment LLC <sup>(4)</sup>
Ordinary Shares	01/31/2022		C		93,516	A	(1)	253,736	I	A&E Investment LLC <sup>(4)</sup>
Ordinary Shares	01/31/2022		C		1,542,127	A	(1)	1,542,127	I	Celesta Capital III, L.P. <sup>(5)</sup>
Ordinary Shares	01/31/2022		C		658,236	A	(1)	2,200,363	I	Celesta Capital III, L.P. <sup>(5)</sup>
Ordinary Shares								30,000	D	

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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										Transaction(s) (Instr. 4)		
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	Amount or Number of Shares				
Series A Convertible Preferred Shares	(1)	01/31/2022		C			1,500,000	(1)	(1)	Ordinary Shares	1,500,000	\$0	0	I	Celesta Capital II, L.P. <sup>(2)</sup>
Series B Convertible Preferred Shares	(1)	01/31/2022		C			2,386,846	(1)	(1)	Ordinary Shares	2,386,846	\$0	0	I	Celesta Capital II, L.P. <sup>(2)</sup>
Series D Convertible Preferred Shares	(1)	01/31/2022		C			200,276	(1)	(1)	Ordinary Shares	200,276	\$0	0	I	Celesta Capital II, L.P. <sup>(2)</sup>
Series D+ Convertible Preferred Shares	(1)	01/31/2022		C			324,405	(1)	(1)	Ordinary Shares	324,405	\$0	0	I	Celesta Capital II, L.P. <sup>(2)</sup>
Series A Convertible Preferred Shares	(1)	01/31/2022		C			1,500,000	(1)	(1)	Ordinary Shares	1,500,000	\$0	0	I	China Walden Venture Investments II, L.P. <sup>(3)</sup>
Series B Convertible Preferred Shares	(1)	01/31/2022		C			1,193,423	(1)	(1)	Ordinary Shares	1,193,423	\$0	0	I	China Walden Venture Investments II, L.P. <sup>(3)</sup>
Series D+ Convertible Preferred Shares	(1)	01/31/2022		C			500,658	(1)	(1)	Ordinary Shares	500,658	\$0	0	I	China Walden Venture Investments II, L.P. <sup>(3)</sup>
Series D Convertible Preferred Shares	(1)	01/31/2022		C			160,220	(1)	(1)	Ordinary Shares	160,220	\$0	0	I	A&E Investment LLC <sup>(4)</sup>
Series D+ Convertible Preferred Shares	(1)	01/31/2022		C			93,516	(1)	(1)	Ordinary Shares	93,516	\$0	0	I	A&E Investment LLC <sup>(4)</sup>
Series D Convertible Preferred Shares	(1)	01/31/2022		C			1,542,127	(1)	(1)	Ordinary Shares	1,542,127	\$0	0	I	Celesta Capital III, L.P. <sup>(5)</sup>
Series D+ Convertible Preferred Shares	(1)	01/31/2022		C			658,236	(1)	(1)	Ordinary Shares	658,236	\$0	0	I	Celesta Capital III, L.P. <sup>(5)</sup>

Explanation of Responses:

1. Each Series A Convertible Preferred Share, Series B Convertible Preferred Share, Series D Convertible Preferred Share and Series D+ Convertible Preferred Share (collectively, the "Preferred Shares) is convertible into Ordinary Shares of the Issuer on a one-for-one basis and has no expiration date. Effective immediately prior to the closing of the Issuer's initial public offering, each Preferred Share automatically converted into one Ordinary Share.
2. 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. Represents restricted stock units that will vest over a period of four years subject to continued employment through each vesting date.
3. 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.
4. 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.
5. 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.

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

02/02/2022

\*\* 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.