SEC Form 4	
------------	--

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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

(Last) (First) (Middle) 110 RIO ROBLES 3. Date of Earliest Transaction (Month/Day/Year) A below) Chief Financial Officer (Street) SAN JOSE CA 95134 I. H Amendment, Date of Original Filed (Month/Day/Year) I. Individual or Joint/Group Filing (Check Applicable Line) (City) (State) (Zip) Rule 1005-1(c) Transaction Indication Image: Constraint of the affiniative defense conditions of Rule 1005-1(c) Constraint of Rule 1005-1(c) See instruction or written plan that is intended to Table I - Non-Derivative Securities Acquired, Disposed of Rule 1005-1(c) (Instr. 3, 4 and 5) Image: Constraint of the affiniative defense conditions of Rule 1005-1(c) (Instr. 3, 4 and 5) S. Amount of Bate (Instr. 3) Image: Constraint of	1. Name and Address of Reporting Person [*] Fleming Daniel W.						2. Issuer Name and Ticker or Trading Symbol <u>Credo Technology Group Holding Ltd</u> [<u>CRDO</u>]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify					
(Street) SAN JOSE CA 95134 Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication X Form filed by More than One Reporting Person X 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 Rue 10b5-1(c). See Instruction 10. S. Amount of Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disposed Of (D) (Instr. 4, 4 and 5) S. Amount of Socurities Acquired (A) or Disocurities Acquired (A) or Disposed Of (D) (Ins							3. Date of Earliest Transaction (Month/Day/Year)								below	below)		below)	pecity	
Rule 10D5-1(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 1005-1(c). See instruction 10. Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. A Deemed (Instr. 8) 4. Securities Acquired (A) or Price 5. Amount of Transaction (Instr. 8) 6. Amount of (Instr. 9) 6. Amount of Securities 6. Amount of Securities 6. Amount of Securities 6. Amount of Securities 6. Amoun	SAN JOS	Street)				_ 4.	Line) X Form filed b Form filed b							filed by One	d by One Reporting Person					
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 24. Deemed Execution Date, (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or (D) (Instr. 3, 4 and 5) 5. Amount of securities Beneficially (Month/Day/Year) 5. Amount of (D) or Indirect (D) or Indir	Rule TOD5-T(C) Transaction indication X 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.												d to							
Ordinary Shares 12/28/2023 M 10,000 A \$0.275 624,738 D Ordinary Shares 12/28/2023 M 10,000 A \$0.275 624,738 D Ordinary Shares 12/28/2023 S(1) 10,000 D \$20.0831(2) 614,738 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) 1. Title of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 5. Number of Transaction (Month/Day/Year) 6. Number of Or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Expiration Date (Month/Day/Year) 8. Price of Derivative Security (Instr. 4) 8. Price of Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 4) 9. Number of Oderivative Security (Instr. 4) 10. Onvership Security (Instr. 4)	1. Title of Security (Instr. 3) 2. Transaction Date					tion	on 2A. Deemed Execution Date, Year) if any		ed Date,	3. Transaction Code (Instr.			s Acquired (A) or		5. Amo Securit Benefic Owned	Amount of curities neficially rned Following		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
Ordinary Shares 12/28/2023 s ⁽¹⁾ 10,000 D \$20.0831 ⁽²⁾ 614,738 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security 3. Transaction Date 34. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Derivative Security 5. Number of Derivative Securities 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Acquired, (A) or Disposed of (D) (Instr. 3) 8. Price of Derivative Security 9. Number of derivative Security (Instr. 5) 10. Ownership Form: Security 10. Ownership Form: (Instr. 4) 11. No of Indirect (I) (Instr. 4)							22				v		(D)		Transa (Instr. 3	ction(s) and 4)			(instr. 4)	
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion Security (Instr. 4) 2. Conversion Date (Instr. 4) 3. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 3. A Deteo Securities Conversion Code (Instr. 3. 4 and 5) Securities Conversion Code (Instr. 3. 4 and 5) Securities Conversion Securities Conversion Security Conv												, ·				-				
Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) of Derivative (A) or Disposed of (D) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) Amount of Securities Underlying Derivative Security (Instr. 3) and 4) Derivative Security (Instr. 4) Ownership Form: Direct (D) (Instr. 4) Ownership Form: Direct (D) (Inst				Table I											Owned					
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	n Date e (Month/Day/Year)	Execut if any	ion Date,	Transa Code		of Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Expir	ation D	ate	Amoun Securiti Underly Derivati	t of es ing ve Security	Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio	lly	Ownership Form: Direct (D) or Indirect	11. Nature of Indirec Beneficia Ownershi (Instr. 4)	
						Code	v	(A)	(D)				Title	or Number of						

Explanation of Responses:

\$0.275

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 26, 2023.

Ν

2. This transaction was executed in multiple trades at prices ranging from \$20.01 to \$20.16. 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.

10,000

(3)

3. These options were granted on May 10, 2016 and are fully vested.

12/28/2023

Remarks:

Employee Stock Option

(Right to Buy)

<u>/s/ Adam Thorngate-Gottlund</u>, <u>12/28/2023</u> <u>attorney-in-fact</u>

10,000

\$<mark>0</mark>

Ordinary

Shares

05/10/2026

** Signature of Reporting Person Da

n Date

86,300

D

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.