

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</u> <u>CA</u> <u>95134</u>  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/08/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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 - 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	12/08/2023		s <sup>(1)</sup>		415,000	D	\$17.5	3,339,673	I	Walden Technology Ventures Investments II, L.P. <sup>(2)</sup>
Ordinary Shares	12/08/2023		s <sup>(1)</sup>		85,000	D	\$17.5	48,736	I	A&E Investment LLC <sup>(3)</sup>
Ordinary Shares								167,583	I	Lip-Bu Tan and Ysa Loo Trust <sup>(4)</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 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					

Explanation of Responses:

1. On December 8, 2023, the Issuer completed an underwritten public offering pursuant to which the Reporting Person sold 500,000 ordinary shares at a public offering price of \$17.50 per share, or a net per share price of \$16.7125 after deducting \$0.7875 per share of underwriting discounts and commissions.
2. The Reporting Person is the Managing Director of China Walden Venture Investment II G.P., Ltd., which is the general partner of Walden Technology Ventures Investments II, L.P. The Reporting Person disclaims beneficial ownership of these indirectly held shares except to the extent of any pecuniary interest therein.
3. 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.
4. The Reporting Person is the joint trustee of the Lip-Bu Tan and Ysa Loo Trust Dated 2/3/92. 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, 12/12/2023  
attorney-in-fact  
\*\* 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.