FORM 4

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

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	Reporting Persor	*		2 100	NIa													
1. Name and Address of Reporting Person* <u>Lam Yat Tung</u>					2. Issuer Name and Ticker or Trading Symbol Credo Technology Group Holding Ltd [ CRDO]								tionship all app Direc	licable)	g Person(s) to 10% (			
(Firs	(First) (Middle)				1 -								below	<i>ı</i> )	below	(specify )		
(Street) SAN JOSE CA 95134					4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applications)  Line)  Y. Form filed by One Reporting Person													
											Form filed by More than One Reporting Person							
(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication												
	Table	. I Ni	on Doriva	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.														
1. Title of Security (Instr. 3)		2	2. Transaction Date		2A. Deemed Execution Date,		3. 4. Securities A Disposed Of (Disposed Of		Acquired (A) or		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership				
							Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	(Instr. 4)		
es			03/01/2024	4			<b>F</b> <sup>(1)</sup>		2,230	D	\$22.	.47	3,0	75,968	D			
es			03/04/2024	4			S <sup>(2)</sup>		44,444	D	\$21.69	902(3)	1,5	25,556	I	By Zhan BVI Co Ltd <sup>(4)</sup>		
es			03/04/2024	4			S <sup>(2)</sup>		5,556	D	\$22.51	145 <sup>(5)</sup>	1,5	20,000	I	By Zhan BVI Co Ltd <sup>(4)</sup>		
Ordinary Shares			03/04/2024				S <sup>(2)</sup>		71,050	D	\$21.68	6899 <sup>(6)</sup> 1,128		28,950	I	By Chung BVI Co Ltd <sup>(4)</sup>		
Ordinary Shares			03/04/2024				S <sup>(2)</sup>		8,950	D	\$22.51	22.5168 <sup>(5)</sup>		20,000	I	By Chung BVI Co Ltd <sup>(4)</sup>		
	Та	ble II											Owne	d				
Derivative Conversion Date		ate Execution Da Month/Day/Year) if any		4. Transa Code (	of Derivation Securities Acquire (A) or Dispose of (D)		6. Date Expiration (Month/Dates d		ercisable and Date	7. Ti Amo Secu Undo Deri	tle and ount of urities erlying vative urity (Instr	8. Pr Deri Sec (Inst	rivative curity str. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficia Ownershi (Instr. 4)		
				Code	v	(A) (E	Date	e rcisab	Expiration le Date	ı Title	or Number of	r						
	CA (State of the state of the s	CA (State)  Table ty (Instr. 3)  SS  SS  SS  Marsion Date (Month/Day/Year)	CA 95134  (State) (Zip)  Table I - N  ty (Instr. 3)  Table II  SS  SS  Table II  Execution (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	CA   95134   (State) (Zip)	(First) (Middle)  LES  CA 95134  (State) (Zip)  Table I - Non-Derivative Structure (Month/Day/Year)  (In the structure of the	(First) (Middle)  CA 95134  (State) (Zip)  Table I - Non-Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  SS 03/04/2024  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, works of any (Month/Day/Year)	(First) (Middle)  CA 95134  (State) (Zip)  Table I - Non-Derivative Securities Active (e.g., puts, calls, warrant (A) or fative ity  Table II - Derivative Securities Active (Month/Day/Year)  Table II - Derivative Securities Active (Month/Day/Year)  3. Date of Earliest Translation Date (Tip)  Rule 10b5-1(  X Check this box to satisfy the affirmate Execution Date (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  2B. 03/04/2024  Table II - Derivative Securities Active (e.g., puts, calls, warrant (A) or Date (If any (Month/Day/Year))  Table II - Derivative Securities Active (e.g., puts, calls, warrant (A) or Date (If any (Month/Day/Year))  Table II - Derivative Securities Active (If any (Month/Day/Year))  Table II - Derivative Securities Active (If any (Month/Day/Year))  Table II - Derivative Securities Active (If any (Month/Day/Year))  Table II - Derivative Securities Active (If any (Month/Day/Year))  Table II - Derivative Securities Active (If any (Month/Day/Year))	(First) (Middle)  LES  3. Date of Earliest Transaction 03/01/2024  4. If Amendment, Date of Ori  Rule 10b5-1(c) Trace of Code (Instr. 3)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) (Month/Day/Year)  3. Date of Earliest Transaction 03/01/2024  4. If Amendment, Date of Ori  Rule 10b5-1(c) Trace of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirmative defermance of Check this box to indicate satisfy the affirman	(First) (Middle)  LES  3. Date of Earliest Transaction (Mo 03/01/2024  4. If Amendment, Date of Original F  Rule 10b5-1(c) Transaction   Rule 10b5-1(c) Transacti	CA   95134	(First) (Middle)  LES  3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024  4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 1. If Amendment, Date of	CA   95134	CA   95134	(First) (Middle)  LES  3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State)  Rule 10b5-1(c) Transaction Indication    Check this box to indicate that a transaction was made pursuant to a contract, not satisfy the affirmative defense conditions of Rule 10b5-1(c), See Instruction 10.    Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)   A Securities Acquired (A) or Price (Report Instruction 10.   Code   V	CA   95134	CA   95134		

- 1. Represents shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting and settlement of RSUs.
- 2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 13, 2023.
- 3. This transaction was executed in multiple trades at prices ranging from \$21.34 to \$22.29. 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.
- 4. 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 \$22.35 to \$22.94. 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. This transaction was executed in multiple trades at prices ranging from \$21.32 to \$22.29. 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/ Katherine E. Schuelke, attorney-in-fact

03/05/2024

\*\* Signature of Reporting Person

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.