FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

ashington, D.	C. 20549	
---------------	----------	--

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

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

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* Zinsner David					Cre	2. Issuer Name and Ticker or Trading Symbol Credo Technology Group Holding Ltd [CRDO]								(Che	eck all app	licable) tor	ng Pe	rson(s) to Is	wner
(Last)	(Fir	st) (M	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/20/2023										Officer (give title pelow)		Other (s	specify
(Street) SAN JOS	SE CA	. 9	5134		4. If <i>I</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	dividual or Joint/Group Filing (Check Applicable) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(Sta	ate) (Z	Zip)		Rul	Rule 10b5-1(c) Transaction Indication													
				Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See the satisfy the affirmative defense conditions of Rule 10b5-1(c).															
		Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	3ene	ficial	ly Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)				y/Year) Execution		ution I	ution Date,		3. Transaction Code (Instr. 8) 4. Securitie Disposed C		es Acquired (A) Of (D) (Instr. 3, 4		A) or B, 4 and	Benefic Owned	ties cially Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) (D)		Price		ed ction(s) 3 and 4)			(Instr. 4)
Ordinary Shares 12/20/					2023			A		9,583(1)	A	A	\$ <mark>0</mark>	49	49,583		D		
Ordinary Shares 12/20/					2023				A 9		9,583(2)	A	A	\$ <mark>0</mark>	59,166			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)	tity or Exercise (Month/Day/Year) 3) Price of Derivative Security Execution Date, if any (Month/Day/Year)		4. Transa Code (8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4) Amoun or Numbe of Title Shares		str.	s. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

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

** Signature of Reporting Person Date

12/28/2023

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.