

☐ 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

<p>1. Name and Address of Reporting Person*</p> <p><u>Lam Yat Tung</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O CREDO TECHNOLOGY GROUP HOLDING LTD</u></p> <p><u>1600 TECHNOLOGY DRIVE</u></p> <p>(Street)</p> <p><u>SAN JOSE CA 95110</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Credo Technology Group Holding Ltd</u> [ <u>CRDO</u> ]</p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>06/30/2022</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p><u>Chief Operating Officer</u></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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	06/30/2022		J <sup>(1)</sup>		3,720,000	A	(1)	3,720,000	I	By Zhan BVI Co Ltd <sup>(4)</sup>
Ordinary Shares	08/08/2022		J <sup>(2)</sup>		870,000	D	(2)	5,020,000	I	By Chung BVI Co Ltd <sup>(3)(4)</sup>
Ordinary Shares								3,348,888	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:

- On June 30, 2022, the reported shares were transferred for no consideration to Zhan BVI Co Ltd, a corporation over which the reporting person and his spouse share investment control.
- On August 8, 2022, the reported shares were transferred for no consideration out of Chung BVI Co Ltd, a corporation over which the reporting person and his spouse share investment control.
- These shares were previously reported by the reporting person as beneficially owned indirectly "By Parent" and were subsequently transferred to Chung BVI Co Ltd in a transaction that did not change the reporting person's pecuniary interest.
- 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 08/16/2022

\*\* 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.