

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Chang Dong</u> (Last) (First) (Middle) <u>C/O CEPTON, INC.</u> <u>399 W. TRIMBLE ROAD</u> (Street) <u>SAN JOSE CA 95131</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/05/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cepton, Inc. [CPTN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Interim CFO</u>	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	1,300	D	
Common Stock ⁽²⁾	6,769	D	
Common Stock	200	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(3)	07/09/2029	Common Stock	19,593	6.8	D	
Employee Stock Option (right to buy)	(4)	02/25/2030	Common Stock	4,898	10.2	D	
Employee Stock Option (right to buy)	(5)	08/19/2030	Common Stock	2,449	8.3	D	
Employee Stock Option (right to buy)	(6)	12/23/2030	Common Stock	4,898	12.6	D	
Employee Stock Option (right to buy)	(7)	03/14/2031	Common Stock	7,347	53.4	D	

Explanation of Responses:

- Represents 1,300 time-based restricted stock units ("RSUs"), each of which represents a contingent right to receive one share of the Issuer's common stock, that vest in three equal installments on May 20, 2023, May 20, 2024 and May 20, 2025, subject to early termination and adjustments as provided in the applicable award agreement.
- Represents 6,769 time-based RSUs, each of which represents a contingent right to receive one share of the Issuer's common stock, that vest in three equal installments on February 20, 2024, February 20, 2025 and February 20, 2026, subject to early termination and adjustments as provided in the applicable award agreement.
- The stock options are fully vested and exercisable.
- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on January 31, 2021. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly instalments.
- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on August 20, 2021. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly instalments.
- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on November 23, 2021. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly instalments.
- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on March 2, 2022. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly instalments.

Remarks:

/s/ Dong Chang

01/12/2024

** 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 5 (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.