

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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* <u>Xu Hull</u>  (Last) (First) (Middle) C/O CEPTON, INC. 399 W. TRIMBLE ROAD  (Street) SAN JOSE CA 95131  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/05/2022	3. Issuer Name and Ticker or Trading Symbol <u>Cepton, Inc.</u> [ CPTN ]	
		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) Chief Financial Officer	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 <input type="checkbox"/> 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)
---------------------------------	---	--	---

**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)	(1)	02/11/2031	Common Stock	612,308 <sup>(2)</sup>	1.26	D	
Warrants (right to buy)	(3)	02/10/2027	Common Stock	12,500	11.5	D	

**Explanation of Responses:**

- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on January 19, 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 installments.
- Pursuant to the Business Combination Agreement, dated as of August 4, 2021 (as amended by the Amendment to the Business Combination Agreement, dated as of January 21, 2022), by and among Growth Capital Acquisition Corp. ("GCAC" and, upon consummation of the business combination, the surviving issuer as renamed Cepton, Inc.), Cepton Technologies, Inc., a Delaware corporation ("Former Cepton"), and GCAC Merger Sub Inc., a Delaware corporation and a direct, wholly owned subsidiary of GCAC, on February 10, 2022, all shares of stock subject to stock options of Former Cepton were automatically converted into shares of the Issuer's Common Stock based on a 1-to-2.449 conversion ratio.
- Subject to the terms of the warrant agreement relating thereto, the warrants become eligible for exercise following the effectiveness of the Issuer's registration statement on Form S-1 (File No. 333-262668), initially filed with the SEC on February 11, 2022.

/s/ Hull Xu

04/05/2022

\*\* 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 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.**