

RUBRIK, INC.

Reported by
SINHA BIPUL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/26/24 for the Period Ending 04/24/24

Address	3495 DEER CREEK ROAD PALO ALTO, CA, 94304
Telephone	8444782745
CIK	0001943896
Symbol	RBRK
Fiscal Year	01/31

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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.

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Sinha Bipul	Rubrik, Inc. [RBRK]	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O RUBRIK, INC., 3495 DEER CREEK ROAD	4/24/2024	Chairman of the Board and CEO
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
PALO ALTO, CA 94304		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	4/24/2024		A		1,158,082		(2)	5/2/2028	Class B Common Stock	1,158,082	\$0	1,158,082	D	
Stock Option (Right to Buy)	\$32	4/24/2024		A		8,000,000		(3)	4/23/2034	Class B Common Stock	8,000,000	\$0	8,000,000	D	

Explanation of Responses:

- (1) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Class B Common Stock.
- (2) The shares of Class B Common Stock are to be acquired upon the vesting of an RSU award previously granted to the Reporting Person. The RSUs shall vest as follows: all of the shares subject to the RSU will vest upon the Issuer's achievement of a specified average price per share prior to the expiration of the RSU award, subject to the Reporting Person subject to the Reporting Person continuing to have a Service Relationship (as defined in the Issuer's Amended and Restated 2014 Stock Option and Grant Plan).
- (3) The option shall vest and become exercisable as follows: 1/20 of the shares subject to the option vest in twenty equal quarterly installments measured from January 27, 2022 and the Issuer's achievement of specified market valuations, subject to the Reporting Person continuing to have a Service Relationship (as defined in the Issuer's Amended and Restated 2014 Stock Option and Grant Plan) as the full-time Chief Executive Officer (CEO) or co-CEO of the Issuer on each such date.

Reporting Owners

Reporting Owner Name / Address	Relationships
Sinha Bipul	Director10% OwnerOfficerOther

C/O RUBRIK, INC. 3495 DEER CREEK ROAD PALO ALTO, CA 94304	X	X	Chairman of the Board and CEO	
---	---	---	-------------------------------	--

Signatures

/s/ Anne-Kathrin Lalendran, Attorney-in-Fact

4/26/2024

**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 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 control number.