

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.

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

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 Derivative 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	\$11	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 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			
	Director	10% Owner	Officer	Other
Sinha Bipul				

C/O RUBRIK, INC.
3495 DEER CREEK ROAD
PALO ALTO, CA 94304

X

X

Chairman of the Board and CEO

Signatures

/s/ Anne-Kathrin Lalandran, 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.

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