

**RUBRIK, INC.**  
Reported by  
**NITHRAKASHYAP ARVIND**

**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
SIC Code	7372 - Services-Prepackaged Software
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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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)
Nithrakashyap Arvind	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	Chief Technology Officer
(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
Restricted Stock Units	(1)	4/24/2024		A		650,000		(2)	8/7/2029	Class B Common Stock	650,000	\$0	650,000	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: 1/16 of the shares subject to the RSU vest in sixteen equal quarterly installments measured from January 27, 2022 and the Issuer's achievement of a specified average price per share prior to the earlier of (i) the five year anniversary of the effectiveness of the registration statement on Form S-1 filed by the Issuer in connection with the Issuer's initial public offering and (ii) 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) as a full time employee of the Issuer on each such date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nithrakashyap Arvind C/O RUBRIK INC. 3495 DEER CREEK ROAD PALO ALTO, CA 94304	X	X	Chief Technology Officer	

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.