

RUBRIK, INC.
Reported by
MCCARTHY BRIAN K.

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.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL
OMB Number: 3235-0287
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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
McCarthy Brian K.			Rubrik, Inc. [RBRK]			<input type="checkbox"/> Director <input 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 Revenue 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	Amount or Number of Shares				
Restricted Stock Units	(1)	4/24/2024		A		900,000		(2)	3/30/2028	Class B Common Stock	900,000	\$0	900,000	D	
Restricted Stock Units	(1)	4/24/2024		A		150,000		(3)	3/30/2028	Class B Common Stock	150,000	\$0	150,000	D	
Restricted Stock Units	(1)	4/24/2024		A		100,000		(4)	4/13/2029	Class B Common Stock	100,000	\$0	100,000	D	
Restricted Stock Units	(1)	4/24/2024		A		425,000		(5)	3/24/2030	Class B Common Stock	425,000	\$0	425,000	D	
Restricted Stock Units	(1)	4/24/2024		A		250,000		(6)	3/25/2031	Class B Common Stock	250,000	\$0	250,000	D	
Restricted Stock Units	(1)	4/25/2024		M			385,377	(2)	3/30/2028	Class B Common Stock	385,377	\$0	514,623	D	
Restricted Stock Units	(1)	4/25/2024		M			28,248	(4)	4/13/2029	Class B Common Stock	28,248	\$0	71,752	D	
Restricted Stock Units	(1)	4/25/2024		M			28,255	(5)	3/24/2030	Class B Common Stock	28,255	\$0	396,745	D	
Restricted Stock Units	(1)	4/25/2024		F			289,623 (2)	(2)	3/30/2028	Class B Common Stock	289,623	\$0	225,000	D	

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)	4/25/2024		F			21,752 (2)	(4)	4/13/2029	Class B Common Stock	21,752	\$0	50,000	D	
Restricted Stock Units	(1)	4/25/2024		F			21,745 (2)	(5)	3/24/2030	Class B Common Stock	21,745	\$0	375,000	D	
Class B Common Stock	(8)	4/25/2024		M		441,880		(8)	(8)	Class A Common Stock	441,880	(8)	441,880	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: 1/4 of the shares subject to the RSU vested on March 15, 2022, and 1/16 of the shares subject to the RSU vest every quarter thereafter, and a liquidity event-based vesting condition which was satisfied upon the effectiveness of the registration statement on Form S-1 filed by the Issuer in connection with the Issuer's initial public offering, all 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 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 Amended and Restated Issuer's Amended and Restated 2014 Stock Option and Grant Plan).
- (4) 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 vested on June 15, 2022, and 1/16 of the shares subject to the RSU vest every quarter thereafter, and a liquidity event-based vesting condition which was satisfied upon the effectiveness of the registration statement on Form S-1 filed by the Issuer in connection with the Issuer's initial public offering, all 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).
- (5) 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: 50,000 shares subject to the RSU vested on March 15, 2024, 100,000 shares subject to the RSU vest on March 15, 2025, 125,000 shares vest on March 15, 2026, and 150,000 shares vest on March 15, 2027, and a liquidity event-based vesting condition which was satisfied upon the effectiveness of the registration statement on Form S-1 filed by the Issuer in connection with the Issuer's initial public offering, all 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).
- (6) 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: 10% of the shares subject to the RSU vest on March 15, 2025, 20% of the shares subject to the RSU vest on March 15, 2026, 35% of the shares subject to the RSU vest on March 15, 2027, and 35% of the shares subject to the RSU vest on March 15, 2028, and a liquidity event-based vesting condition which was satisfied upon the effectiveness of the registration statement on Form S-1 filed by the Issuer in connection with the Issuer's initial public offering, all 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).
- (7) Represents the number of shares withheld by the Issuer in connection with the net settlement of the applicable RSUs prior to the open of trading on April 25, 2024, which settlement date was determined by the Issuer's board of directors, to satisfy the tax obligation realized upon vesting of such RSUs.
- (8) Each share of Class B Common Stock held by the Reporting Person will automatically convert into one share of Class A Common Stock upon the sale or transfer of such share of Class B Common Stock, subject to certain exceptions, and in certain other circumstances described in the Issuer's amended and restated certificate of incorporation. Each share of Class B Common Stock will also be convertible at any time at the option of the Reporting Person into one share of Class A Common Stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Brian K. C/O RUBRIK INC. 3495 DEER CREEK ROAD PALO ALTO, CA 94304			Chief Revenue 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.

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