

RUBRIK, INC.
Reported by
CHOUDARY KIRAN KUMAR

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
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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 * Choudary Kiran Kumar (Last) (First) (Middle) C/O RUBRIK INC., 3495 DEER CREEK ROAD (Street) PALO ALTO, CA 94304 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Rubrik, Inc. [RBRK]	5. 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
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
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 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		50,000		(2)	9/18/2025	Class B Common Stock	50,000	\$0	50,000	D	
Restricted Stock Units	(1)	4/24/2024		A		50,000		(3)	5/8/2027	Class B Common Stock	50,000	\$0	50,000	D	
Restricted Stock Units	(1)	4/24/2024		A		3,338		(4)	5/8/2027	Class B Common Stock	3,338	\$0	3,338	D	
Restricted Stock Units	(1)	4/24/2024		A		700,000		(5)	11/19/2027	Class B Common Stock	700,000	\$0	700,000	D	
Restricted Stock Units	(1)	4/24/2024		A		50,000		(6)	11/19/2027	Class B Common Stock	50,000	\$0	50,000	D	
Restricted Stock Units	(1)	4/24/2024		A		115,000		(7)	4/13/2029	Class B Common Stock	115,000	\$0	115,000	D	
Restricted Stock Units	(1)	4/24/2024		A		550,000		(8)	3/24/2030	Class B Common Stock	550,000	\$0	550,000	D	
Restricted Stock Units	(1)	4/24/2024		A		275,000		(9)	3/25/2031	Class B Common Stock	275,000	\$0	275,000	D	
Restricted Stock Units	(1)	4/25/2024		M			24,657	(2)	9/18/2025	Class B Common Stock	24,657	\$0	25,343	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		M			24,656	(3)	5/8/2027	Class B Common Stock	24,656	\$0	25,344	D	
Restricted Stock Units	(1)	4/25/2024		M			1,645	(4)	5/8/2027	Class B Common Stock	1,645	\$0	1,693	D	
Restricted Stock Units	(1)	4/25/2024		M			302,078	(5)	11/19/2027	Class B Common Stock	302,078	\$0	397,922	D	
Restricted Stock Units	(1)	4/25/2024		M			24,660	(6)	11/19/2027	Class B Common Stock	24,660	\$0	25,340	D	
Restricted Stock Units	(1)	4/25/2024		M			28,356	(7)	4/13/2029	Class B Common Stock	28,356	\$0	86,644	D	
Restricted Stock Units	(1)	4/25/2024		M			36,990	(8)	3/24/2030	Class B Common Stock	36,990	\$0	513,010	D	
Restricted Stock Units	(1)	4/25/2024		F			25,343 (10)	(2)	9/18/2025	Class B Common Stock	25,343	\$0	0	D	
Restricted Stock Units	(1)	4/25/2024		F			25,344 (10)	(3)	5/8/2027	Class B Common Stock	25,344	\$0	0	D	
Restricted Stock Units	(1)	4/25/2024		F			1,693 (10)	(4)	5/8/2027	Class B Common Stock	1,693	\$0	0	D	
Restricted Stock Units	(1)	4/25/2024		F			310,422 (10)	(5)	11/19/2027	Class B Common Stock	310,422	\$0	87,500	D	
Restricted Stock Units	(1)	4/25/2024		F			25,340 (10)	(6)	11/19/2027	Class B Common Stock	25,340	\$0	0	D	
Restricted Stock Units	(1)	4/24/2024		F			29,144 (10)	(7)	4/13/2029	Class B Common Stock	29,144	\$0	57,500	D	
Restricted Stock Units	(1)	4/25/2024		F			38,010 (10)	(8)	3/24/2030	Class B Common Stock	38,010	\$0	475,000	D	
Class B Common Stock	(11)	4/25/2024		M			443,042	(11)	(11)	Class A Common Stock	443,042	(11)	443,042	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 June 15, 2019, and 1/48 of the shares subject to the RSU vest every month 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: 1/16 of the shares subject to the RSU vested on June 15, 2020, 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).
- (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: 1/2 of the shares subject to the RSU vested on September 15, 2020, 1/4 of the shares subject to the RSU vested on December 15, 2020, and 1/4 of the shares subject to the RSU vested on March 15, 2021, 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: 1/16 of the shares subject to the RSU vested on December 15, 2020, 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).
- (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: 1/4 of the shares subject to the RSU vested on December 15, 2020, and 1/4 of the shares subject to the RSU vested 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).

- (7) 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).
- (8) 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: 75,000 shares subject to the RSU vested on March 15, 2024, 125,000 shares subject to the RSU vest on March 15, 2025, 150,000 shares vest on March 15, 2026, and 200,000 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).
- (9) 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).
- (10) 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.
- (11) 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
Choudary Kiran Kumar C/O RUBRIK INC. 3495 DEER CREEK ROAD PALO ALTO, CA 94304			Chief Financial 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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