

**RUBRIK, INC.**  
Reported by  
**THOMPSON JOHN WENDELL**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/03/26 for the Period Ending 02/02/26

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.

## 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

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

1. Name and Address of Reporting Person * <b>THOMPSON JOHN WENDELL</b>  (Last) (First) (Middle) <b>C/O RUBRIK INC., 3495 DEER CREEK ROAD</b>  (Street) <b>PALO ALTO, CA 94304</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Rubrik, Inc. [ RBRK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/2/2026</b>		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			
Class A Common Stock	2/2/2026		S <sup>(1)</sup>		1,100	D	\$54.52 <sup>(2)</sup>	27,398	I	By John and Sandra Thompson Trust <sup>(1)</sup>
Class A Common Stock	2/2/2026		S <sup>(1)</sup>		900	D	\$55.64 <sup>(1)</sup>	26,498	I	By John and Sandra Thompson Trust <sup>(1)</sup>
Class A Common Stock	2/2/2026		S <sup>(1)</sup>		500	D	\$56.42 <sup>(5)</sup>	25,998	I	By John and Sandra Thompson Trust <sup>(1)</sup>
Class A Common Stock	2/2/2026		C		11,000	A	\$0	14,655	D	
Class A Common Stock	2/2/2026		S <sup>(1)</sup>		4,498	D	\$54.42 <sup>(6)</sup>	10,157	D	
Class A Common Stock	2/2/2026		S <sup>(1)</sup>		3,902	D	\$55.65 <sup>(7)</sup>	6,255	D	
Class A Common Stock	2/2/2026		S <sup>(1)</sup>		2,600	D	\$56.26 <sup>(8)</sup>	3,655	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				
Stock Option (Right to Buy)	\$4.38	2/2/2026		M		11,000		<sup>(9)</sup>	1/21/2028	Class B Common Stock	11,000	\$0	143,946	D	
Class B Common Stock	<sup>(10)</sup>	2/2/2026		M		11,000		<sup>(10)</sup>	<sup>(10)</sup>	Class A Common Stock	11,000	<sup>(10)</sup>	61,001	D	

**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				
Class B Common Stock	(10)	2/2/2026		C			11,000	(10)	(10)	Class A Common Stock	11,000	(10)	50,001	D	
Class B Common Stock	(10)							(10)	(10)	Class A Common Stock	815,338		815,338	I	By John and Sandra Thompson Trust (3)

**Explanation of Responses:**

- (1) This sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan, adopted October 6, 2025.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.18 to \$55.09 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separated price within the range set forth in this footnote.
- (3) The shares are held of record by John and Sandra Thompson Trust, for which the Reporting Person serves as a co-trustee and shares voting and dispositive power with his spouse.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.18 to \$56.01 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separated price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.31 to \$56.52 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separated price within the range set forth in this footnote.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.08 to \$55.07 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separated price within the range set forth in this footnote.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.08 to \$56.04 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separated price within the range set forth in this footnote.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.08 to \$56.50 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separated price within the range set forth in this footnote.
- (9) Fully vested.
- (10) 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
THOMPSON JOHN WENDELL C/O RUBRIK INC. 3495 DEER CREEK ROAD PALO ALTO, CA 94304	X			

**Signatures**

/s/ Larry Guo, Attorney-in-Fact

2/3/2026

\*\*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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