

FORM 4

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

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.

**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)		
Smith Ric			SentinelOne, Inc. [S]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CPO & CTO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O SENTINELONE, INC., 444 CASTRO STREET, SUITE 400			1/25/2024					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
MOUNTAIN VIEW, CA 94041						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	1/25/2024		C		24,750 ⁽¹⁾	A	\$9.74	482,331	D	
Class A Common Stock	1/25/2024		S ⁽²⁾		24,750	D	\$25.8113 ⁽³⁾	457,581 ⁽⁴⁾	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)	\$9.74	1/25/2024		M			24,750	⁽⁵⁾	3/23/2031	Class B Common Stock	24,750	\$0	214,334	D	
Class B Common Stock	⁽⁶⁾	1/25/2024		M		24,750		⁽⁶⁾	⁽⁶⁾	Class A Common Stock	24,750	\$0	24,750	D	
Class B Common Stock	⁽⁶⁾	1/25/2024		C		24,750		⁽⁶⁾	⁽⁶⁾	Class A Common Stock	24,750	\$0	0	D	

Explanation of Responses:

- Represents the number of shares that were acquired upon conversion of Class B common stock to Class A common stock.
- This transaction represents a sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 13, 2023.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.45 to \$26.34, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- Certain of the shares are subject to forfeiture to the Issuer if underlying vesting conditions are not met.
- 25% of the award vests on February 24, 2022, and the remaining 75% of the award vests in 36 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer on each vesting date.
- Each share of Class B common stock is convertible into one share of Class A common stock at any time and will convert automatically upon certain transfers

and upon the earlier of (i) the date specified by a vote of the holders of 66 2/3% of the then outstanding shares of Class B common stock, (ii) seven years from the effective date of the Issuer's initial public offering ("IPO"), (iii) the first date following the IPO on which the number of shares of outstanding Class B common stock (including shares of Class B common stock subject to outstanding stock options) held by Tomer Weingarten (the "Founder"), including, without limitation, any indirect holdings, is less than 25% of the number of shares of Class B common stock (including shares of Class B common stock subject to outstanding stock options) held as of the date of the IPO,

- (7) (continued from footnote 6) (iv) the date fixed by the Issuer's board of directors (the "Board"), following the date on which the Founder is no longer providing services to the Issuer as an officer, employee, consultant or member of the Board, (v) the date fixed by the Board following the date, if applicable, on which the Founder is terminated for cause, as defined in the Issuer's restated certificate of incorporation, and (vi) the date that is 12 months after the Founder's death or disability, as those terms are defined in the Issuer's restated certificate of incorporation.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Ric C/O SENTINELONE, INC. 444 CASTRO STREET, SUITE 400 MOUNTAIN VIEW, CA 94041			CPO & CTO	

Signatures

/s/ Keenan Conder, Attorney-in-Fact

1/26/2024

**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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