

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 * Scarpelli Michael <small>(Last) (First) (Middle)</small> C/O SNOWFLAKE INC., 106 EAST BABCOCK STREET, SUITE 3A <small>(Street)</small> BOZEMAN, MT 59715 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Snowflake Inc. [SNOW] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/25/2025</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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

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	2/25/2025		A		162,984 (1)	A	\$0	326,173 (2)	D	
Class A Common Stock								17,617	I	Trust (3)
Class A Common Stock								17,617	I	Trust (4)
Class A Common Stock								17,617	I	Trust (5)
Class A Common Stock								2,755	I	Trust (6)
Class A Common Stock								2,755	I	Trust (7)
Class A Common Stock								2,755	I	Trust (8)
Class A Common Stock								176,829	I	Trust (9)
Class A Common Stock								176,829	I	Trust (10)
Class A Common Stock								176,829	I	Trust (11)
Class A Common Stock								34,364	I	Spouse
Class A Common Stock								167,521	I	Trust (12)

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)	\$8.88							(13)	8/26/2029	Class A Common Stock	2,019,299		2,019,299 (14)	D	
Stock Option (Right to Buy)	\$207.56							(15)	3/8/2032	Class A Common Stock	69,569		69,569 (14)	D	

Explanation of Responses:

(1) Represents previously granted restricted stock units acquired following determination of the Issuer's achievement of pre-established financial performance goals for fiscal year 2025. The restricted stock units will vest over three years, with 33.33% vesting on March 20, 2025 and 8.33% vesting on each

"Quarterly Date" thereafter, subject to the Reporting Person's continuous service through each such vesting date. Quarterly Dates are each of March 20, June 20, September 20, and December 20.

- (2) Includes shares to be issued in connection with the vesting of one or more restricted stock units.
- (3) The shares are held by the 2020 Fintail Irrevocable GST Exempt Trust f/b/o Child 1 dated 12/29/2020 for which the Reporting Person's child is the beneficiary.
- (4) The shares are held by the 2020 Fintail Irrevocable GST Exempt Trust f/b/o Child 2 dated 12/29/2020 for which the Reporting Persons' child is the beneficiary.
- (5) The shares are held by the 2020 Fintail Irrevocable GST Exempt Trust f/b/o Child 3 dated 12/29/2020 for which the Reporting Person's child is the beneficiary.
- (6) The shares are held by the 2020 Fintail Irrevocable Non-Exempt Trust f/b/o Child 1 dated 12/29/2020 for which the Reporting Person's child is the beneficiary.
- (7) The shares are held by the 2020 Fintail Irrevocable Non-Exempt Trust f/b/o Child 2 dated 12/29/2020 for which the Reporting Person's child is the beneficiary.
- (8) The shares are held by the 2020 Fintail Irrevocable Non-Exempt Trust f/b/o Child 3 dated 12/29/2020 for which the Reporting Person's child is the beneficiary.
- (9) Irrevocable Trust f/b/o Child 1 created under the Michael P. Scarpelli 2019 Grantor Retained Annuity Trust dated 9/12/2019.
- (10) Irrevocable Trust f/b/o Child 2 created under the Michael P. Scarpelli 2019 Grantor Retained Annuity Trust dated 9/12/2019.
- (11) Irrevocable Trust f/b/o Child 3 created under the Michael P. Scarpelli 2019 Grantor Retained Annuity Trust dated 9/12/2019.
- (12) The shares are held by the Scarpelli Family Trust for which the Reporting Person is a trustee.
- (13) The stock option is fully vested.
- (14) The Reporting Person is not reporting any transactions relating to his stock options for the Issuer's Class A Common Stock and is voluntarily reporting his outstanding stock options as of the date of this report.
- (15) The shares subject to the option vest in 48 equal monthly installments beginning on March 8, 2022, subject to the Reporting Person's continuous service through each such vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scarpelli Michael C/O SNOWFLAKE INC. 106 EAST BABCOCK STREET, SUITE 3A BOZEMAN, MT 59715			Chief Financial Officer	

Signatures

/s/ Marie Reider, Attorney-in-Fact

2/26/2025

**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.