

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 * Degnan Christopher William <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 Revenue Officer 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 | 2/25/2025 | | A | | 57,045 ⁽¹⁾ | A | \$0 | 365,209 ⁽²⁾ | D | |
| Class A Common Stock | | | | | | | | 50,000 | I | Trust ⁽³⁾ |
| Class A Common Stock | | | | | | | | 50,000 | I | Trust ⁽⁴⁾ |
| Class A Common Stock | | | | | | | | 139,563 | I | Trust ⁽⁵⁾ |
| Class A Common Stock | | | | | | | | 100,589 | I | Trust ⁽⁶⁾ |
| Class A Common Stock | | | | | | | | 120,000 | I | Trust ⁽⁷⁾ |

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 | | | | |

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 four years, with 25% vesting on March 20, 2025 and 6.25% 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 Sherborne GRAT No. I for which the Reporting Person and the Reporting Person's spouse are the beneficiaries and the Reporting Person's spouse is a trustee and investment advisor.
- (4) The shares are held by Fairbanks GRAT No. I for which the Reporting Person and the Reporting Person's spouse are the beneficiaries and the Reporting Person is a trustee and investment advisor.
- (5) The shares are held by The Degnan Family Trust for which the Reporting Person is a trustee.
- (6) The shares are held by The Sudbury Trust for which the Reporting Person's children are the beneficiaries and the Reporting Person is an investment advisor.

(7) The shares are held by Degnan Gift Trust for which the Reporting Person's immediate family members are beneficiaries.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Degnan Christopher William C/O SNOWFLAKE INC. 106 EAST BABCOCK STREET, SUITE 3A BOZEMAN, MT 59715 | | | Chief Revenue 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.

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