

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 * Kleeger Myles (Last) (First) (Middle) C/O BRAZE, INC., 330 WEST 34TH STREET, 18TH FLOOR (Street) NEW YORK, NY 10001 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Braze, Inc. [BRZE] | 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) Pres & CCO |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/17/2023</p> | | 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 | 10/17/2023 | | C | | 10,000 | A | | 194,918 (2) | D | |
| Class A Common Stock | 10/17/2023 | | S(2) | | 9,500 | D | \$47.06 (2) | 185,418 (2) | D | |
| Class A Common Stock | 10/17/2023 | | S(2) | | 500 | D | \$47.49 (2) | 184,918 (2) | 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) | \$0.26 | 10/17/2023 | | M | | 10,000 | | (2) | (2) | 12/16/2024 | Class B Common Stock | 10,000 | \$0 | 60,000 | D | |
| Class B Common Stock | (2) | 10/17/2023 | | M | | 10,000 | | (2) | (2) | | Class A Common Stock | 10,000 | \$0.26 | 841,023 | D | |
| Class B Common Stock | (2) | 10/17/2023 | | C | | 10,000 | | (2) | (2) | | Class A Common Stock | 10,000 | \$0 | 831,023 | D | |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | | Class A Common Stock | 111,111 | | 111,111 | I | See footnote (2) |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | | Class A Common Stock | 111,111 | | 111,111 | I | See footnote (2) |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | | Class A Common Stock | 146,883 | | 146,883 | I | See footnote (2) |
| Class B Common Stock | (2) | | | | | | | (2) | (2) | | Class A Common Stock (2) | 19,784 | | 19,784 | I | See footnote (2) |

Explanation of Responses:

- (1) Each share of Class B Common Stock is convertible into one share of Class A Common Stock (A) at any time at the option of the Reporting Person or (B) automatically upon the occurrence of the following: (1) the transfer of such share of Class B Common Stock, except for certain transfers whereby the Reporting Person continues to hold sole voting and dispositive power with respect to each such share, (2) the death of a Class B common stockholder who is a natural person, (3) the last trading day of the fiscal quarter immediately following the fifth anniversary of the Issuer's initial public offering, (4) the date specified by affirmative vote of the holders of a majority of the outstanding shares of Class B common stock and (5) the last trading day of the fiscal quarter during which the then outstanding shares of Class B Common Stock first represent less than 10% of the aggregate number of shares of the then outstanding Class A Common Stock and Class B Common Stock.
- (2) Of the reported shares, 184,918 shares are represented by restricted stock units.
- (3) Shares were sold pursuant to a Rule 10b5-1 trading plan adopted on April 6, 2023.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.47 to \$47.45 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 in this footnote.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.47 to \$47.52 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 in this footnote.
- (6) This award is fully vested.
- (7) The securities are held by a family trust. The Reporting Person shares voting and investment control of the shares and may be deemed to beneficially own the shares.
- (8) The securities are held by a family GRAT. The Reporting Person shares voting and investment control of the shares and may be deemed to beneficially own the shares.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kleeger Myles C/O BRAZE, INC., 330 WEST 34TH STREET 18TH FLOOR NEW YORK, NY 10001 | | | Pres & CCO | |

Signatures

/s/ Nathan Jeffries, Attorney-in-Fact

10/19/2023

**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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