

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
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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)		
Cheng Chi Fung			Credo Technology Group Holding Ltd			☒ Director ☐ 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			☒ Officer (give title below) ☐ Other (specify below)		
110 RIO ROBLES			9/17/2026			Chief Technology Officer		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN JOSE CALIFORNIA 95134						☒ Form filed by One Reporting Person		
(City) (State) (Zip/Postal Code)						☐ Form filed by More than One Reporting Person		
UNITED STATES								
(Country)								

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			
Ordinary Shares	9/17/2026		S ⁽¹⁾		2,500	D	\$164.1203 ⁽²⁾	5,742,397	I	Cheng Huang Family Trust ⁽³⁾
Ordinary Shares	9/17/2026		S ⁽¹⁾		4,979	D	\$165.2063 ⁽⁴⁾	5,737,418	I	Cheng Huang Family Trust ⁽³⁾
Ordinary Shares	9/17/2026		S ⁽¹⁾		6,861	D	\$166.0467 ⁽⁵⁾	5,730,557	I	Cheng Huang Family Trust ⁽³⁾
Ordinary Shares	9/17/2026		S ⁽¹⁾		8,252	D	\$167.0594 ⁽⁶⁾	5,722,305	I	Cheng Huang Family Trust ⁽³⁾
Ordinary Shares	9/17/2026		S ⁽¹⁾		4,708	D	\$168.0283 ⁽⁷⁾	5,717,597	I	Cheng Huang Family Trust ⁽³⁾
Ordinary Shares	9/17/2026		S ⁽¹⁾		200	D	\$169.1 ⁽⁸⁾	5,717,397	I	Cheng Huang Family Trust ⁽³⁾
Ordinary Shares								136,568	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				

Explanation of Responses:

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Cheng Huang Family Trust on September 5, 2025.
- (2) This transaction was executed in multiple trades at prices ranging from \$163.55 to \$164.53. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Represents ordinary shares held by the Cheng Huang Family Trust of which the Reporting Person and his spouse are trustees and the Reporting Person, his spouse and their children are beneficiaries. The Reporting Person disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein. The full name of the trust is the Cheng Huang Family Trust U/T/A DTD 12/22/2003.
- (4) This transaction was executed in multiple trades at prices ranging from \$164.55 to \$165.54. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$165.55 to \$166.54. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$166.55 to \$167.53. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$167.56 to \$168.49. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (8) This transaction was executed in multiple trades at prices ranging from \$169.06 to \$169.14. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cheng Chi Fung 110 RIO ROBLES SAN JOSE CALIFORNIA 95134 UNITED STATES	X		Chief Technology Officer	

Signatures/s/ James Laufman, attorney-in-fact9/21/2026

**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.

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.

* Form 4: SEC 1474 (03-26).