

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>MILLER MATTHEW CRAIG</u> (Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 101 (Street) MENLO CA 94025 PARK (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/23/2021	3. Issuer Name and Ticker or Trading Symbol <u>Confluent, Inc. [CFLT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	9,812,081	(1)(2)(3)	I	Sequoia Capital U.S. Growth Fund VII, L.P. ⁽⁴⁾⁽⁵⁾
Series C Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	911,988	(1)(2)(3)	I	Sequoia Capital U.S. Growth VII Principals Fund, L.P. ⁽⁴⁾⁽⁵⁾
Series D Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	671,319	(1)(2)(3)	I	Sequoia Capital U.S. Growth Fund VII, L.P. ⁽⁴⁾⁽⁵⁾
Series D Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	9,685	(1)(2)(3)	I	Sequoia Capital U.S. Growth VII Principals Fund, L.P. ⁽⁴⁾⁽⁵⁾
Series D Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	3,540,188	(1)(2)(3)	I	Sequoia Capital U.S. Growth Fund VIII, L.P. ⁽⁴⁾⁽⁵⁾
Series E Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	358,517	(1)(2)(3)	I	Sequoia Capital U.S. Growth Fund VII, L.P. ⁽⁴⁾⁽⁵⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series E Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	114,049	(1)(2)(3)	I	Sequoia Capital U.S. Growth Fund VIII, L.P. (4)(5)
Series C Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	1,050,534	(1)(2)(3)	I	Sequoia Grove II, LLC ⁽⁶⁾
Series D Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	397,458	(1)(2)(3)	I	Sequoia Grove II, LLC ⁽⁶⁾
Series E Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	48,874	(1)(2)(3)	I	Sequoia Grove II, LLC ⁽⁶⁾
Series C Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	120,231	(1)(2)(3)	I	Estate planning vehicle
Series D Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	99,175	(1)(2)(3)	I	Estate planning vehicle
Series E Preferred Stock	(1)(2)(3)	(1)(2)(3)	Class B Common Stock	7,323	(1)(2)(3)	I	Estate planning vehicle

Explanation of Responses:

- Each share of Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock will automatically convert into one share of Class B Common Stock immediately upon the closing of the Issuer's initial public offering (IPO), and has no expiration date.
- Following the closing of the IPO, each share of Class B Common Stock will be convertible at any time at the option of the Reporting Person into one share of Class A Common Stock. After the closing of the Issuer's IPO, on any transfer of shares of Class B Common Stock, each such transferred share will automatically convert into one share of Class A Common Stock, except for certain "Permitted Transfers" described in the Issuer's amended and restated certificate of incorporation.
- Each share of Class B Common Stock held by the Reporting Person will automatically convert into one share of Class A Common Stock upon the sale or transfer of such share of Class B Common Stock, subject to certain exceptions, and in certain other circumstances described in the Issuer's amended and restated certificate of incorporation, and does not have an expiration date. Each share of Class B Common Stock will also be convertible at any time at the option of the Reporting Person into one share of Class A Common Stock.
- The Reporting Person is a director and stockholder of SC US (TTGP), Ltd. SC US (TTGP), Ltd. is (i) the general partner of SC U.S. Growth VII Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund VII, L.P. and Sequoia Capital U.S. Growth VII Principals Fund, L.P. (collectively, the GFVII Funds); and (ii) the general partner of SC U.S. Growth VIII Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund VIII, L.P. (the GFVIII Fund).
- (Continued from Footnote 4) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- The Reporting Person is a member of Sequoia Grove II, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Jung Yeon Son,
Attorney-in-fact for
Matthew Miller

06/23/2021

** 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 5 (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 Number.

