SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 05 ours per respons

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1
an Continue 20(h) of the law seture at Company. Act of 1040

Sectio obligat	this box if no le n 16. Form 4 o tions may conti ction 1(b).	onger subject to r Form 5 nue. <i>See</i>	ST		Filed pu	rsua	nt to S	Section 16		Secu	rities Exch	ange Act o ct of 1940		RSF	ΗP	Estim		er: verage burder sponse:	3235-0287 n 0.5	
	nd Address of Edward J		2. Issuer Name and Ticker or Trading Symbol Confluent, Inc. [CFLT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 06/05/2023									X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer					
C/O CONFLUENT, INC. 899 W. EVELYN AVENUE						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) MOUNTAIN VIEW CA 94041						X Form filed by One Reporting Person Form filed by More than One Reporting Person												I		
(City) (State) (Zip)					– R <mark> </mark>	Rule 10b5-1(c) Transaction Indication X Check this box to indicate that a transaction was made pursuant to a contract, instruction or writtee the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										n or written j	plan tha	at is intended	to satisfy	
		Та	ble I - N	on-De	rivativ	/e S	iecu	rities A	cquired	, Di	sposed	of, or B	enefic	ally	Owned					
Date					saction /Day/Yea	ar) i	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (II	Transaction Dispo Code (Instr.		ities Acquir d Of (D) (In			5. Amount or Securities Beneficially Owned Follo Reported		s Form Ily (D) oi		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) (D)	or Prie	ce	Transact (Instr. 3 a	tion(s)			(1130.4)		
Class A Common Stock 06/05/					5/2023	023		С		232,5	500 A	\	(1)	232,500			D			
Class A Common Stock 06/05/2					5/2023	023		S		42,95	6 ⁽²⁾	\$3	4.06 ⁽³⁾	189),544		D			
Class A Common Stock 06/05/2						023			S		189,544 ⁽²⁾ D \$3		5.07 ⁽⁴⁾	(4) 0			D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution Date, Gecurity or Exercise (Month/Day/Year) if any			4. Transac Code (In 8)		Deri Sec Acq or D of (I	lumber of ivative surities juired (A) Disposed D) (Instr. and 5)	6. Date Expiration (Month/Da	ו Dat	е	and 7. Title and Amour Securities Underly Derivative Securit (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)			Ownership Form:	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisat		Expiration Date	Title	Amour Numbe Shares	rof		(Instr. 4)				
Class B Common Stock	(1)	06/05/2023			С			232,500	(1)		(1)	Class A Common Stock	232,	500	\$0.00	18,435,	,000	D		
Class B Common Stock	(1)								(1)		(1)	Class A Common Stock	149,	984		149,9	84	I	See footnote ⁽⁵⁾	
Class B Common Stock	(1)	(1)						(1)		(1)	Class A Common Stock	1,000	,000		1,000,0	000	I	See footnote ⁽⁶⁾		
Class B Common Stock	ommon (1)						(1)		(1)	Class A Common Stock	1,000	,000		1,000,0	000	I	See footnote ⁽⁷⁾			

Explanation of Responses:

1. 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. 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.

2. Shares sold pursuant to a 10b5-1 trading plan adopted August 19, 2022.

3. The shares were sold at prices ranging from \$33.50 to \$34.49. The reporting person will provide to the SEC, the issuer or security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

4. The shares were sold at prices ranging from \$34.50 to \$35.47. The reporting person will provide to the SEC, the issuer or security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The shares are held by The Edward J. Kreps and Jamaica H. Kreps 2018 Revocable Trust.

6. The shares are held by the GST Exempt Trust under The Kreps Family 2019 Irrevocable Trust under agreement dated 9/26/2019.

7. The shares are held by the GST Exempt Trust under The Kreps Family 2019 Irrevocable Trust under agreement dated 9/26/2019.

Remarks:

/s/ Melanie Vinson, Attorney-06/07/2023

** Signature of Reporting Person Date

in-fact

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 Number.