



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

February 22, 2022

Jun Pei  
Chief Executive Officer  
Cepton, Inc.  
399 West Trimble Road  
San Jose, California 95131

**Re: Cepton, Inc.**  
**Registration Statement on Form S-1**  
**Filed February 11, 2022**  
**File No. 333-262668**

Dear Dr. Pei:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Gregory Herbers at 202-551-8028 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Manufacturing

cc: Ryan Coombs