

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G  
(Amendment No. 5)\***

**Under the Securities Exchange Act of 1934**

---

**Snowflake Inc.**

(Name of Issuer)

---

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

---

833445109

(CUSIP Number)

---

Altimeter Capital Management, LP, One International Place, Suite 4610, Boston, MA 02110

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

---

December 29, 2023

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

---

1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brad Gerstner

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (see instructions)  
 (a)   
 (b)

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF SHARES	3,078,554
---------------------	-----------

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH	12,424,944
----------------------------------	------------

7. SOLE DISPOSITIVE POWER

REPORTING PERSON WITH	3,078,554
--------------------------	-----------

8. SHARED DISPOSITIVE POWER

12,424,944

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,503,498

---

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (see instructions)

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.71%

---

12. TYPE OF REPORTING PERSON (see instructions)

IN

---



---

**Item 1.****(a) Name of Issuer**

Snowflake Inc. (the "Issuer")

**(b) Address of Issuer's Principal Executive Offices**

450 Concar Drive, San Mateo, CA 94402

**Item 2.****(a) Name of Person Filing**

This Amendment No. 5 to the Schedule 13G (this "Amendment") is being filed on behalf of Brad Gerstner, who is referred to as the "Reporting Person." Mr. Gerstner is the sole managing principal of the General Partner (Altimeter Capital Management General Partner, LLC) and the Investment Manager (Altimeter Capital Management, LP). The General Partner is the sole general partner of the Investment Manager, which is the investment manager of the private investment vehicles (the "Fund"). This Amendment modifies the amended Schedule 13G filed with the Securities and Exchange Commission on February 14, 2023.

**(b) Address of the Principal Office or, if none, residence**

The principal business office of the Reporting Persons with respect to the shares reported hereunder is One International Place, Suite 4610, Boston, MA 02110.

**(c) Citizenship**

Mr. Gerstner is a United States citizen.

**(d) Title of Class of Securities**

Class A Common Stock, par value \$0.0001 per share

**(e) CUSIP Number**

833445109

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

---

- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

The beneficial ownership of the Reporting Person of shares of Common Stock (“Common Stock”) as of December 29, 2023 is as follows: (i) each of the General Partner (as the general partner of the Investment Manager) and the Investment Manager (as the investment manager of the Fund) beneficially owns 12,424,944 shares of Common Stock, representing approximately 4.71% of such class of security; and (iv) Mr. Gerstner (as the sole managing principal of the General Partner, the Investment Manager and the Fund General Partner and direct ownership) beneficially owns 15,503,498 shares of Common Stock representing 4.71% of such class security. All ownership percentages of the securities reported herein are based upon a total of 329,300,000 shares of Common Stock shares outstanding as of January 5, 2024.

Some of the shares reported herein for the General Partner, the Investment Manager and Mr. Gerstner represent shares of Class A Common Stock beneficially owned and held of record by the Fund and several private funds (collectively, the “Altimeter Entities”) for which the Investment Manager serves as the investment manager. The General Partner serves as the sole general partner of the Investment Manager. Shares reported herein for Mr. Gerstner represent shares of Class A Common Stock either beneficially owned and held of record by the Altimeter Entities or held directly. Mr. Gerstner is the sole managing principal of the General Partner, the Investment Manager and the Fund General Partner. Shares reported herein for the Fund General Partner represent shares of Class A Common Stock either beneficially owned and held of record by the Fund or held directly.

For the total amount of shares reported herein, 15,503,498 of such shares represents shares of Class A Common Stock beneficially owned and held of record by one of the Altimeter Entities.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

---

(a) **Amount beneficially owned:**

Brad Gerstner – 15,503,498 shares

(b) **Percent of class:**

Brad Gerstner – 4.71%

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote**

Brad Gerstner - 3,078,554 shares

(ii) **Shared power to vote or to direct the vote**

Brad Gerstner – 15,503,498 shares

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person, Mr. Brad Gerstner, has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

---

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2024  
**BRAD GERSTNER**

By: /s/ Brad Gerstner

Brad Gerstner, individually

---