



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

DIVISION OF  
CORPORATION FINANCE

April 24, 2024

Peter McGoff  
Chief Legal Officer  
Rubrik, Inc.  
3495 Deer Creek Road  
Palo Alto, California 94304

**Re: Rubrik, Inc.**  
**Form S-1**  
**Exhibit Nos. 10.16, 10.17**  
**Filed April 1, 2024**  
**File No. 333-278434**

Dear Peter McGoff:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance