

Amended

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

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER <i>(Please type or print)</i> Credo Technology Group Holdings Ltd				(b) IRS IDENT. NO. Foreign		(c) S.E.C. FILE NO. 001-41249		OMB APPROVAL OMB Number: 3235-0101 Expires: May 31, 2017 Estimated average burden hours per response 1.00				
1 (d) ADDRESS OF ISSUER STREET PO Box 309 Ugland House, CITY GRAND CAYMAN STATE KY1 ZIP CODE 1104				(e) TELEPHONE NO. AREA CODE 408 NUMBER 664-9329		SEC USE ONLY DOCUMENT SEQUENCE NO. CUSIP NUMBER WORK LOCATION						
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD China Walden Venture Investments II			(b) RELATIONSHIP TO ISSUER Affiliate		(c) ADDRESS STREET One California St Ste 1750		CITY San Francisoc		STATE CA		ZIP CODE 94111	

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>	(d) Aggregate Market Value <i>(See instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	(f) Approximate Date of Sale <i>(See instr. 3(f))</i> (MO. DAY YR.)	(g) Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		Broker-Dealer File Number					
Common	Morgan Stanley Smith Barney LLC Executive Financial Services 1 New York Plaza, 38th Fl. New York, NY 10004		120,000	\$1,800,000	146.76mm	12/09/2022	Nasdaq

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	6/19/2015 12/8/2017 12/20/2020 5/6/2021	Private Acquisition - Company/Affiliate	Issuer	120,000	6/19/2015 12/8/2017 12/20/20 5/6/2021	Cash

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
See attached aggregation list				

REMARKS:

* Amendment to Form 144 dated 12/09/2022 to reflect updated aggregation list for Table II

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Initially filed on: 12/09/2022 Amended on: 12/13/2022

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

Rule 144 Aggregation List**Credo Technology Group Holdings Ltd****Ticker: CRDO**

<u>Date</u>	<u>Seller</u>	<u>Shares</u>	<u>Gross Proceeds</u>
10/04/2022	Celesta Capital III LP	150,000	\$ 1,752,510.00
10/04/2022	Celesta Capital II LP	300,000	\$ 3,505,020.00
10/05/2022	China Walden Venture Investments II	100,000	\$ 1,135,490.00
10/06/2022	Celesta Capital II LP	107,550	\$ 1,256,302.31
10/06/2022	China Walden Venture Investments II	75,804	\$ 884,761.55
10/13/2022	Celesta Capital II LP	23,698	\$ 264,092.88
10/13/2022	China Walden Venture Investments II	17,468	\$ 194,448.54
10/14/2022	Celesta Capital II LP	2,100	\$ 23,342.13
10/14/2022	China Walden Venture Investments II	1,100	\$ 12,226.83
12/05/2022	Celesta Capital II LP	35,808	\$ 398,016.66
12/05/2022	Celesta Capital III LP	71,884	\$ 839,849.53
12/05/2022	China Walden Venture Investments II	16,284	\$ 181,001.55
12/06/2022	Celesta Capital II LP	115,341	\$ 1,282,049.82
12/06/2022	Celesta Capital III LP	202,725	\$ 2,368,517.27
12/06/2022	China Walden Venture Investments II	12,815	\$ 142,442.57
12/06/2022	A&E Investment LLC	400	\$ 6,000.00
12/07/2022	China Walden Venture Investments II	20,901	\$ 232,320.89
12/07/2022	A&E Investment LLC	49,600	\$ 747,343.04
12/08/2022	A&E Investment LLC	47,383	\$ 713,734.87
12/08/2022	China Walden Venture Investments II	50,000	\$ 753,370.00
Total		1,400,861	\$ 16,692,840.41