SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Markinster D.O. 00540

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

OMB APPROVAL

OMB Number:	3235-0287									
Estimated average burden										
hours per response:	: 0.5									

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Add EFRUSY K	dress of Reporting	Person [*]		2. Issuer Name and Couchbase, In						 Relationship of Re (Check all applicable 		(s) to Issuer				
EFRUSIN					-		-		X Director							
(Last) (First) (Middle)				3. Date of Earliest Tr 12/14/2023	ransacti	on (IVI	onth/Day/Year	Officer (give below)		Other (specify pelow)						
				4. If Amendment, Da	ate of Or	iginal	Filed (Month/I	Day/Yea		6. Individual or Joint/ Line)	Group Filing (C	heck Applicable				
(Street)										,	y One Reportin	g Person				
SANTA CLARA	CA	9505	54							Form filed by More than One Reporting Person						
,				Rule 10b5-1	(c) Tr	ans	action In	dicati	on							
(City)	(State)	(Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.												
		Table I -	Non-Derivati	ive Securities A	Acquir	ed,	Disposed	of, or l	Benefi	cially Owned						
1. Title of Secur	ity (Instr. 3)		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of 5)	Acquired (D) (Insti	d (A) or r. 3, 4 and	Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership				
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)				
Common Stoc	k		12/14/2023		J ⁽¹⁾		423,600	D	\$0.00	1,946,754	Ι	By: Accel X L.P. ⁽²⁾				
Common Stoc	k		12/14/2023		J ⁽³⁾		32,100	D	\$0.00	147,515	Ι	By: Accel X Strategic Partners L.P.				
Common Stoc	k		12/14/2023		J ⁽⁴⁾		44,300	D	\$0.00	203,580	I	By: Accel Investors 2008 L.L.C.				
Common Stoc	k		12/14/2023		J ⁽⁵⁾		7,561	A	\$0.00	20,925	I	By: The Efrusy Family Trust u/a/d 10/21/2005 ⁽⁶				
Common Stoc	k									2,022,312	I	By: Accel Growth Fund II L.P.				
Common Stoc	k									146,484	I	By: Accel Growth Fund II Strategic Partners L.P.				
Common Stoc	k									217,110	I	By: Accel Growth Fund Investors 2013 L.L.C.				
Common Stoc	k									21,533(7)	D					

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Tal	ole II - Derivat								or		d		
			(e.g., pi	its, ca	ilis, v	varra	ints,	options, o		le se	CNUTHBORS)			
1. Title of	2.	3. Transaction	3A. Deemed	C.ode	v	(6A)Nu	m(D)r	ExDatis Elalero	isDatatile and	7itTëtl	e Salnaares	8. Price of	9. Number of	10.	11. Nature
	Conversion	Date @\$/tonth/Day/Year)	Execution Date, if any	Transa Code (ative	Expiration Da (Month/Dav/Y		Amou Secur		Derivative Security	derivative Securities	Ownership Form:	of Indirect Beneficial
(Instr 3)	Price of		(Month/Day/Year)	8)		Secu	rities			Under		(Instr. 5)	Beneficially	Direct (D)	Ownership
were further	distributed, rep	resenting each such p	ed, for no considerati partner's pro rata inter ge Act of 1934, as an	est in su	ch Acc	Acquel	P Share	es. All of the af	orementioned	Deriva destrubu	tive	made in acco	rdance with the ex	or Indirect	(instr. 4) raed by
Rules 16a-13	and 16a-9 of t	he Securities Exchan	ge Act of 1934, as an	nended.		Disp	osed			3 and			Reported	(i) ² (iiisti. 4)	

2. Accel X Associates L.L.C. ("A10A") is the General Partner of both Accel X L.P. and Accel X Stategic Partners L.P., and has the sole voting and investment prespectively b). Braccia, Kevin J. Efrusy, Sameer K, Gandhi, Ping Li, Tracy L. Sedlock and Richard P. Wong are the Managing Wenters of A10A and Accel Investors 2008 L.L.C., and therefore share the osting and investment powers. Accel Growth Fund II Associates L.L.C., or AGF2A, is the General Partner of both Accel Growth Pund II L.P. and Accel Growth Fund II Strategic Partners L.P., and has the sole voting and investment powers. Accel Growth Fund II Associates L.L.C., or AGF2A, is the General Partner of both Accel Growth Pund II L.P. and Accel Growth Fund II Strategic Partners L.P., and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of AGF2A and Accel Growth Fund Investors 2013 L.L.C. and share such powers. Each person disclaims beneficial ownership except to the extent of their pecuniary interest therein. The address for all Accel entities listed above is 500 University Avenue, Palo Alto, California 94301.

3. On December 14, 2023, Accel X Strategic Partners L.P. ("A10SP") distributed, for no consideration, 32,100 shares of Common Stock of the Issuer (the "A10SP Shares") to its limited partners and general partner, which shares were further distributed, representing each such partner's pro rata interest in such A10SP Shares. All of the **Afroanne** ntioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

4. On December 14, 2023, Accel Investors 2008 L.L.C. ("AI08") distributed for no consideration 44 300 shares of Common Stock of the Number the "AI08 Shares") to its limited partners, representing each such partner's pro rata interest in such AI08 Shares. All of the aforemention de distributions were ach such partner's pro rata interest in such AI08 Shares. All of the aforemention de distributions were exercised in the second distribution of the second distribution of the second distribution of the second distributions afforded by Rules 16a-13 and 16a-9 of the Securities and Exchange Act of 1934, as amended.

5. Reflects shares of Common Stock of the Issuer as distributed by AI08 and A10A, for no consideration, to The Efrusy Family Trust u/a/d 10/21/2005 (the "Trust"), of which Mr. Efrusy is a Trustee. 6. Shares held by the Trust. The Reporting Person disclaims beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

7. Represents restricted stock units ("RSUs") of the Issuer. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. 11,659 of the RSUs are fully-vested and one hundred percent (100%) of the remaining 9,874 RSUs will vest on the earlier of (i) June 1, 2024 or (ii) the day prior to the Issuer's 2024 annual meeting of stockholders, subject to the Reporting Person's continued service through each such vesting date.

Remarks:

/s/ Margaret Chow, by Power of Attorney for Kevin Efrusy

12/18/2023

** Signature of Reporting Person Date

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.