

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 Address of Reporting Person* <u>Smales Kelly</u> (Last) (First) (Middle) <u>C/O TRANSPHORM, INC.</u> <u>75 CASTILIAN DRIVE</u> (Street) <u>GOLETA CA 93117</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Transphorm, Inc. [TGAN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/20/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/20/2024		D ⁽¹⁾		69,677	D	(2)(3)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$4.5	06/20/2024		D ⁽¹⁾			55,000	(4)	07/01/2031	Common Stock	55,000	\$0	0	D	

Explanation of Responses:

- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated January 10, 2024, by and among Transphorm, Inc. (the "Issuer"), Renesas Electronics America Inc. ("Parent"), Travis Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), and Renesas Electronics Corporation, Merger Sub merged with and into the Issuer (the "Merger"), with Issuer surviving the Merger and becoming a wholly owned subsidiary of Parent.
- At the effective time of the Merger, outstanding shares were automatically converted solely into the right to receive an amount in cash, without interest, equal to \$5.10 per share (the "Per Share Price"), subject to the terms and conditions of the Merger Agreement.
- Certain of these securities are represented by Restricted Stock Units ("RSUs"). Vested RSUs (taking into account any applicable vesting acceleration in connection with the Merger) were cancelled and converted into the right to receive an amount in cash equal to, for each share of Common Stock subject to such vested RSUs, the Per Share Price.
- At the effective time of the Merger, the vested portion of this stock option was cancelled and converted solely into the right to receive an amount in cash, without interest, equal to (i) the total number of shares of common stock subject to such vested option multiplied by (ii) the excess of the Per Share Price over the exercise price per share of such vested option, subject to the terms and conditions of the Merger Agreement.

/s/ Cameron McAulay,
Attorney-in-Fact

06/20/2024

** 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.