

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Coleman Jordan S.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Kodiak AI, Inc. [KDK]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Legal and Policy Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/24/2025</u>					
C/O KODIAK AI, INC. 1049 TERRA BELLA AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/24/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) MOUNTAIN VIEW CA 94043								
(City) (State) (Zip)								

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			

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
Restricted Stock Units	(I)	09/24/2025		A		228,471 ⁽²⁾		(3)	(3)	Common Stock	228,471	\$0	228,471	D	
Restricted Stock Units	(I)	09/24/2025		A		46,053 ⁽⁴⁾		(3)	(3)	Common Stock	46,053	\$0	46,053	D	
Restricted Stock Units	(I)	09/24/2025		A		251,826 ⁽⁵⁾		(6)	(6)	Common Stock	251,826	\$0	251,826	D	
Restricted Stock Units	(I)	09/24/2025		A		45,507 ⁽⁷⁾		(8)	(8)	Common Stock	45,507	\$0	45,507	D	
Restricted Stock Units	(I)	09/24/2025		A		125,913 ⁽⁹⁾		(10)	(10)	Common Stock	125,913	\$0	125,913	D	
Restricted Stock Units	(I)	09/24/2025		A		251,826 ⁽¹¹⁾		(12)	(12)	Common Stock	251,826	\$0	251,826	D	
Restricted Stock Units	(I)	09/24/2025		A		48,540 ⁽¹³⁾		(14)	(14)	Common Stock	48,540	\$0	48,540	D	
Restricted Stock Units	(I)	09/24/2025		A		227,541 ⁽¹⁵⁾		(16)	(16)	Common Stock	227,541	\$0	227,541	D	
Restricted Stock Units	(I)	09/24/2025		A		49,086 ⁽¹⁷⁾		(18)	(18)	Common Stock	49,086	\$0	49,086	D	

Explanation of Responses:

- These securities are restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Common Stock.
- The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 665,019 RSUs. The number of RSUs actually granted was 228,471.
- The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (3) the Original Form 4, subject to the Reporting Person continuing as a service provider through each such date.
- The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 134,055 RSUs. The number of RSUs actually granted was 46,053.
- The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 732,996 RSUs. The number of RSUs actually granted was 251,826.
- The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (5) the Original Form 4.
- The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 132,461 RSUs. The number of RSUs actually granted was 45,507.
- The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a

service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (6) the Original Form 4.

9. The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 366,498 RSUs. The number of RSUs actually granted was 125,913.

10. The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (7) the Original Form 4.

11. The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 732,996 RSUs. The number of RSUs actually granted was 251,826.

12. The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (8) the Original Form 4.

13. The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 141,293 RSUs. The number of RSUs actually granted was 48,540.

14. The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (9) the Original Form 4.

15. The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 662,311 RSUs. The number of RSUs actually granted was 227,541.

16. The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (10) the Original Form 4.

17. The original Form 4 filed September 24, 2025 (the "Original Form 4") erroneously reported the grant of 142,878 RSUs. The number of RSUs actually granted was 49,086.

18. The RSUs are subject to both (1) a performance-based vesting condition which will be satisfied as to 1/3rd of the RSUs if the Issuer's Common Stock achieves a price per share, for any period of 20 trading days out of 30 consecutive trading days occurring prior to the earlier of (i) September 24, 2029, or (ii) a change of control, that equals or exceeds the following thresholds, respectively: \$18.00, \$23.00 and \$28.00 and (2) a service-based vesting condition, satisfied on substantially the same terms as the option vesting schedule described in footnote (11) the Original Form 4.

/s/ Bobby Brown, by power of
attorney. 09/26/2025

** 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.

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