

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>ICONIQ Strategic Partners II GP, L.P.</u> (Last) (First) (Middle) C/O ICONIQ CAPITAL, LLC 50 BEALE STREET, STE. 2300 (Street) SAN FRANCISCO CA 94105 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/11/2024	3. Issuer Name and Ticker or Trading Symbol <u>ServiceTitan, Inc. [TTAN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	599,982	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST Series) ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	212,137	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST-2 Series) ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	1,392,914	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	1,090,436	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	62,180	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	66,436	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	100,000	I	By ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST) ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	183,056	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Common Stock ⁽¹⁾	245,497	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	344,853	(4)	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST Series) ⁽²⁾⁽³⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	774,277	(4)	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	606,144	(4)	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	1,287	(4)	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	1,376	(4)	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	145,345	(4)	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	194,923	(4)	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾
Series B Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	1,154,925	(5)	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST Series) ⁽²⁾⁽³⁾
Series B Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	2,591,188	(5)	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾
Series B Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	2,028,510	(5)	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series C Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	645,005	(6)	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST-2 Series) ⁽²⁾⁽³⁾
Series C Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	58,037	(6)	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾
Series C Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	45,431	(6)	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	281,192	(7)	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	220,117	(7)	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	631,025	(7)	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	674,258	(7)	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾
Series E Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	216,130	(8)	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Series E Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	230,936	(8)	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾
Series F Preferred Stock	(9)	(9)	Common Stock ⁽¹⁾	142,737	(9)	I	By ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST) ⁽²⁾⁽³⁾
Series F Preferred Stock	(9)	(9)	Common Stock ⁽¹⁾	121,939	(9)	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Series F Preferred Stock	(9)	(9)	Common Stock ⁽¹⁾	163,534	(9)	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾
Series G Preferred Stock	(10)	(10)	Common Stock ⁽¹⁾	107,978	(10)	I	By ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST2) ⁽²⁾⁽³⁾
Series G Preferred Stock	(10)	(10)	Common Stock ⁽¹⁾	46,122	(10)	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Series G Preferred Stock	(10)	(10)	Common Stock ⁽¹⁾	61,854	(10)	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾
Series H-1 Preferred Stock	(11)	(11)	Common Stock ⁽¹⁾	20,202	(11)	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Series H-1 Preferred Stock	(11)	(11)	Common Stock ⁽¹⁾	27,094	(11)	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners II GP, L.P.](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL, LLC
50 BEALE STREET, STE. 2300

(Street)

SAN FRANCISCO CA 94105

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ICONIQ Strategic Partners II TT GP, Ltd](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

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1. Name and Address of Reporting Person*

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1. Name and Address of Reporting Person*

[Makan Divesh](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Jacobson Matthew](#)

(Last) (First) (Middle)

C/O ICONIQ CAPITAL, LLC
50 BEALE ST., STE. 2300

(Street)

SAN FRANCISCO CA 94105

(City) (State) (Zip)

Explanation of Responses:

1. Immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock, each share of Common Stock shall be reclassified into one share of Class A Common Stock.
2. ICONIQ Strategic Partners II GP, L.P. ("ICONIQ GP II") is the sole general partner of ICONIQ Strategic Partners II, L.P., ICONIQ Strategic Partners II-B, L.P., ICONIQ Strategic Partners II Co-Invest, L.P. (ST Series) and ICONIQ Strategic Partners II Co-Invest, L.P. (ST-2 Series). ICONIQ Strategic Partners II TT GP, Ltd. ("ICONIQ Parent GP II") is the sole general partner of ICONIQ GP II. ICONIQ Strategic Partners III GP, L.P. ("ICONIQ GP III") is the sole general partner of ICONIQ Strategic Partners III, L.P. and ICONIQ Strategic Partners III-B, L.P. ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ Parent GP III") is the sole general partner of ICONIQ GP III. ICONIQ Strategic Partners V GP, L.P. ("ICONIQ GP V") is the sole general partner of ICONIQ Strategic Partners V, L.P., ICONIQ Strategic Partners V-B, L.P., ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST) and ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST2).
3. (continued) ICONIQ Strategic Partners V TT GP, Ltd. ("ICONIQ Parent GP V") is the sole general partner of ICONIQ GP V. Divesh Makan and William J.G. Griffith are the sole equity holders of ICONIQ Parent GP II and ICONIQ Parent GP III and Messrs. Makan and Griffith and Matthew Jacobson are the sole equity holders of ICONIQ Parent GP V and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by these entities. Each of ICONIQ GP II, ICONIQ Parent GP II, ICONIQ GP III, ICONIQ Parent GP III, ICONIQ GP V, ICONIQ Parent GP V and Messrs. Makan, Griffith and Jacobson disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act or for any other purpose.
4. Each share of Series A-1 Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
5. Each share of Series B Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
6. Each share of Series C Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
7. Each share of Series D Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
8. Each share of Series E Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
9. Each share of Series F Preferred Stock shall automatically convert into Common Stock on an approximately 1:1.02 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date. The shares of Series F Preferred Stock reported in Table II above are reported on an as-converted basis. The conversion rate is subject to adjustment as provided in the Issuer's Amended and Restated Certificate of Incorporation.
10. Each share of Series G Preferred Stock shall automatically convert into Common Stock on an approximately 1:1.03 basis immediately prior to the completion of the Issuer's

initial public offering of Class A Common Stock and has no expiration date. The shares of Series G Preferred Stock reported in Table II above are reported on an as-converted basis. The conversion rate is subject to adjustment as provided in the Issuer's Amended and Restated Certificate of Incorporation.

11. Each share of Series H-1 Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date. The conversion rate is subject to adjustment as provided in the Issuer's Amended and Restated Certificate of Incorporation.

Remarks:

Due to the limitations of the SEC's electronic filing system, this Form 3 is being split into two filings to account for the number of reporting persons. In addition, William J.G. Griffith is separately filing a Form 3 reporting beneficial ownership of the securities reported herein.

<u>ICONIQ Strategic Partners II GP, L.P., By: ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>12/11/2024</u>
<u>ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>12/11/2024</u>
<u>ICONIQ Strategic Partners III GP, L.P., By: ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>12/11/2024</u>
<u>ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>12/11/2024</u>
<u>ICONIQ Strategic Partners V GP, L.P., ICONIQ Strategic Partners V TT GP, Ltd., By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>12/11/2024</u>
<u>ICONIQ Strategic Partners V TT GP, Ltd., By: Kevin Foster, Title: Head of Strategy, /s/ Kevin Foster</u>	<u>12/11/2024</u>
<u>Divesh Makan, /s/ Divesh Makan</u>	<u>12/11/2024</u>
<u>Matthew Jacobson, /s/ Matthew Jacobson</u>	<u>12/11/2024</u>
** 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 5 (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.