Class B Common Stock

(4)

12/13/2024

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

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

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

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

1005-1	(c). See Instru	ction 10.																
Name and Address of Reporting Person*     Kuzoyan Vahe					2. Issuer Name and Ticker or Trading Symbol ServiceTitan, Inc. [ TTAN ]								5. Relationship of Reporting Person(s) to Issue (Check all applicable)  Director 10% O  Officer (give title Other (					
(Last) (First) (Middle) C/O SERVICETITAN, INC. 800 N. BRAND BLVD., SUITE 100					3. Date of Earliest Transaction (Month/Day/Year) 12/13/2024								Officer (give title Other (specify below)  President					
(Street) GLENDALE CA 91203						Amendmen	t, Date of C	Original F	Filed (N	/lonth/Day/Yea	6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person						
(City)	(	State)																
			Table I - No						, Dis	posed of,	or Bene	ficially O	1					
1. Title of Security (Instr. 3)					action Day/Yea	Execut ar) if any	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Following R	Owned eported	orted (I) (Inst	Direct I Indirect I tr. 4)	7. Nature of ndirect Beneficial Ownership	
									v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Class A (	Common St	ock <sup>(1)</sup>		12/13/2024		1		<b>D</b> <sup>(2)</sup>		7,446,002	(3) D	(2)	0			D		
Class A Common Stock <sup>(1)</sup>					12/13/2024			D <sup>(2)</sup>		1,700,000	D D	(2)	0		I A Tr		By the K-A Family Frust dated December 6, 2021	
Class A Common Stock <sup>(1)</sup>					12/13/2024			D <sup>(2)</sup>		354,924	D	(2)	0			I 2	By RA 2023 GRAT	
Class A Common Stock <sup>(1)</sup>					12/13/2024			D <sup>(2)</sup>		371,082	D	(2)	0		I 20		By RA 2024 GRAT	
Class A Common Stock <sup>(1)</sup>					12/13/2024			D <sup>(2)</sup>		1 D		(2)	0		I B		By spous	
Class A Common Stock <sup>(1)</sup>					12/13/2024			D <sup>(2)</sup>		354,924 D		(2)	0		I 2		By VK 2023 GRAT	
Class A Common Stock <sup>(1)</sup>					12/13/2024			D <sup>(2)</sup>		371,082 E		(2)	0		I 2		By VK 2024 GRAT	
										osed of, or onvertible			ned			'		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ate Execution Date,	4. Transaction I Code (Instr.		5. Number Derivative Acquired Disposed	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5)			cisable and	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative deriv Security (Instr. 5) Bene Owner		ies cially	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Benefici Ownersh (Instr. 4)	
	-			Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares		Reporte Transac (Instr. 4	ed ction(s)			
Class B Common Stock	(4)	12/13/2024		A <sup>(2)</sup>		7,446,002		(4	4)	(4)	Class A Common Stock <sup>(1)</sup>	7,446,002	\$0	7,446,	002 <sup>(3)</sup> D			
Class B Common Stock	(4)	12/13/2024		A <sup>(2)</sup>		1,700,000		(4	4)	(4)	Class A Common Stock <sup>(1)</sup>	1,700,000	\$0	1,700	00,000 I		By the K Family Trust dat December 6, 2021	
Class B Common Stock	(4)	12/13/2024		A <sup>(2)</sup>		354,924		(4	4)	(4)	Class A Common Stock <sup>(1)</sup>	354,924	\$0	354	4,924 I		By RA 2023 GRAT	
Class B Common Stock	(4)	12/13/2024		A <sup>(2)</sup>		371,082		(4	4)	(4)	Class A Common Stock <sup>(1)</sup>	371,082	\$0	371	,082	I	By RA 2024 GRAT	
Class B Common Stock	(4)	12/13/2024		A <sup>(2)</sup>		1		(4	4)	(4)	Class A Common Stock <sup>(1)</sup>	1	\$0	1	1	I	By spous	

A<sup>(2)</sup>

354,924

(4)

Class A

Common Stock<sup>(1)</sup> 354,924

(4)

By VK 2023 GRAT

354,924

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. Transa Code ( 8)		Derivative Acquired ( Disposed	Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following	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	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Class B Common Stock	(4)	12/13/2024		A <sup>(2)</sup>		371,082		(4)	(4)	Class A Common Stock <sup>(1)</sup>	371,082	\$0	371,082	I	By VK 2024 GRAT
Stock Option (Right to Buy)	\$12.72	12/13/2024		D <sup>(5)</sup>			1,022,029	(6)	12/08/2030	Class A Common Stock <sup>(1)</sup>	1,022,029	\$0	0	D	
Stock Option (Right to Buy)	\$12.72	12/13/2024		A <sup>(5)</sup>		1,022,029		(6)	12/08/2030	Class B Common Stock <sup>(4)</sup>	1,022,029	\$0	1,022,029	D	
Stock Option (Right to Buy)	\$12.72	12/13/2024		D <sup>(5)</sup>			170,338	(7)	12/08/2030	Class A Common Stock <sup>(1)</sup>	170,338	\$0	0	D	
Stock Option (Right to Buy)	\$12.72	12/13/2024		A <sup>(5)</sup>		170,338		(7)	12/08/2030	Class B Common Stock <sup>(4)</sup>	170,338	\$0	170,338	D	

## Explanation of Responses:

- 1. Pursuant to a reclassification exempt under Rule 16b-7, each share of the Issuer's Common Stock was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- 2. Following the reclassification of the Issuer's Common Stock into Class A Common Stock, all shares of the Reporting Person's Class A Common Stock were exchanged at a 1:1 ratio for shares of Class B Common Stock pursuant to an exchange agreement entered into with the Issuer, as previously approved by the Issuer's board of directors.
- 3. Includes 3,337,937 restricted stock units ("RSUs"), which vest in accordance with the terms of the applicable award. Each RSU represents a contingent right to receive one share of Class B Common Stock.
- 4. The Class B common stock is convertible into an equal number of shares of Class A common stock at any time, at the holder's election. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers, or upon the occurrence of certain specified events, in each case as set forth in the Issuer's Amended and Restated Certificate of Incorporation.
- 5. In connection with the reclassification of the Issuer's Common Stock, the shares underlying the Reporting Person's equity awards were designated as shares of Class B Common Stock by the Issuer's board of directors.
- 6. The shares underlying the option are fully vested and immediately exercisable.
- 7. 25% of the shares underlying the option will vest and become exercisable on the first anniversary of the Issuer's initial public offering, and 1/48th of the shares underlying the option will vest and become exercisable on each monthly anniversary of the initial vesting date thereafter.

/s/ Olive Huang, Attorney-in-Fact 12/17/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.