Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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

OMB APPROVAL									
OMB Number: 3235-028									
Estimated average burden									
hours per response	. 0.5								

					or Se	ction 3	80(h) of the Ir	rvestme	nt Cor	mpany Act o	f 1940					
1. Name and Address of Reporting Person*  MCFARLAND KATHARINA G.				2. Issuer Name and Ticker or Trading Symbol Transphorm, Inc. [ TGAN ]							Relationship of Reporting Person(s) to Issuer (Check all applicable)					
WCIARCATO KATHARIWA G.											-	X Direc	tor	109	6 Owner	
(Last)	(Fir	est) (I	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/20/2024							Office below	er (give title v)	Oth bel	er (specify ow)	
C/O TRANSPHORM, INC.					4. If Amendment, Date of Original Filed (Month/Day/Year)						6.	6. Individual or Joint/Group Filing (Check Applicable				
75 CASTILIAN DRIVE										Li	Line)					
													X Form	filed by On	e Reporting F	erson
(Street)	(Street) GOLETA CA 93117												Form Perso		re than One I	Reporting
GOLEIA	A CF	1 9	311/		DI	- 40	N- F 4 (-)	T		المصل مصا	4!					
						Rule 10b5-1(c) Transaction Indication										
(City)	(Sta	ate) (2	Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended								intended to			
					satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.											
		Table	I - No	n-Deriva	ative S	ecui	rities Acq	uired,	Dis	posed of	, or Be	nefici	ally Own	ed		
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da				Exec if any	2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			nd Securit Benefic	ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect		
								Code	v	Amount	(A) or (D)	Price	Transa	ction(s) 3 and 4)		(111501.4)
Common Stock 01/20/2				2024		A		2,380(1)	A	\$0.	00 88	8,588	D			
		Та					ties Acqu varrants,							d		
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Dee Executi	med on Date,				6. Date Exercisable and Famount of Amount of				8. Price of Derivative	9. Number derivative	of 10. Owners	11. Nature	

## **Explanation of Responses:**

(Month/Day/Year)

or Exercise

Price of

Derivative

Security

1. Each share is represented by a Restricted Stock Unit ("RSU") that was fully vested as of the grant date. The RSUs were automatically granted to the Reporting Person pursuant to the Issuer's Outside Director Compensation Policy in lieu of cash fees for service during the quarter ended December 31, 2023.

Date Exercisable

Derivative

Securities Acquired

(A) or Disposed

of (D) (Instr. 3, 4

and 5)

(A) (D) Expiration Date (Month/Day/Year)

Expiration Date

Code (Instr.

Code ٧

## Remarks:

Security (Instr. 3)

/s/ Cameron McAulay, Attorney-in-Fact

Underlying

Security (Instr. 3 and 4)

Amount Numbe

of Shares

Securities

Derivative

Title

Security (Instr. 5)

Securities

Following Reported

Transaction(s) (Instr. 4)

Owned

Beneficially

Direct (D)

or Indirect (I) (Instr. 4)

Form:

of Indirect Beneficial

(Instr. 4)

01/23/2024

\*\* Signature of Reporting Person Date

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

if any (Month/Day/Year)

- \* 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.