FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

	OMB APPROVAL										
	OMB Number: 3235-02										
	Estimated average burden										
- 1	houre per response	. 0.5									

	Check this box if no longer subject
\Box	to Section 16. Form 4 or Form 5
\cup	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

Name and Address of Reporting Person* Smales Kelly					2. Issuer Name and Ticker or Trading Symbol Transphorm, Inc. [TGAN]								(Che	eck all app	iship of Reporting applicable) irector		son(s) to Is 10% Ov		
(Last)	(Fir	st) (N	/liddle)			3. Date of Earliest Transaction (Month/Day/Year) 04/04/2024									Office below	er (give title		Other (s below)	pecify
C/O TRANSPHORM, INC. 75 CASTILIAN DRIVE					4. If <i>I</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person				·		
(Street) GOLETA CA 93117					Form filed by More than One Reporti Person											orting			
(City)	(Sta	ate) (Z	Zip)		Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										nded to				
		Table	I - Non	-Deriva	tive S	Secu	rities	Acq	uired,	Disp	osed of	, or E	3ene	eficia	lly Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				ay/Year) Exec		Deemed cution Date, ny nth/Day/Year)		3. Transaction Code (Instr. 8) 4. Secur Dispose 5)		Disposed (ies Acquired (A) Of (D) (Instr. 3, 4		(A) or 3, 4 and	Benefic Owned	ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)		Price	Transa	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common	Stock			04/04/	2024			S ⁽¹⁾		766	I	D	\$4.9	72	72,792		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. Deen Executio if any (Month/D	n Date,	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) Amoun or Numbe		nstr.	S. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Owners Form: Direct (I or Indire (I) (Instr	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V		(A)		Date Exercisa		Expiration Date	Title	Num of Sha	.					

Explanation of Responses:

1. These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 17, 2023.

/s/ Cameron McAulay, Attorney-in-Fact

04/05/2024

** 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.