

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 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 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Griffith William J.G.</u> (Last) (First) (Middle) C/O ICONIQ CAPITAL, LLC 50 BEALE STREET, STE. 2300 (Street) SAN FRANCISCO CA 94105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ServiceTitan, Inc. [TTAN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock ⁽¹⁾	12/13/2024		c		1,499,778	A	\$0	2,099,760	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST Series) ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		645,005	A	\$0	857,142	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST-2 Series) ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		3,704,694	A	\$0	5,097,608	I	By ICONIQ Strategic Partners II, L.P. (ST-2 Series) ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		2,900,202	A	\$0	3,990,638	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		848,442	A	\$0	910,622	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		906,570	A	\$0	973,006	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾

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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			
Class A Common Stock ⁽¹⁾	12/13/2024		c		147,163	A	\$0	247,163	I	By ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST) ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		111,891	A	\$0	111,891	I	By ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST2) ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		339,414	A	\$0	522,470	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Class A Common Stock ⁽¹⁾	12/13/2024		c		455,191	A	\$0	700,688	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾

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	Amount or Number of Shares				
Series A-1 Preferred Stock	(4)(5)	12/13/2024		C		344,853		(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	344,853	(4)(5)	0	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST Series) ⁽²⁾⁽³⁾
Series B Preferred Stock	(4)(5)	12/13/2024		C		1,154,925		(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	1,154,925	(4)(5)	0	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST Series) ⁽²⁾⁽³⁾
Series C Preferred Stock	(4)(5)	12/13/2024		C		645,005		(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	645,005	(4)(5)	0	I	By ICONIQ Strategic Partners II Co-Invest, L.P. (ST-2 Series) ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)(5)	12/13/2024		C		774,277		(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	774,277	(4)(5)	0	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾
Series B Preferred Stock	(4)(5)	12/13/2024		C		2,591,188		(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	2,591,188	(4)(5)	0	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾
Series C Preferred Stock	(4)(5)	12/13/2024		C		58,037		(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	58,037	(4)(5)	0	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(4)(5)	12/13/2024		C		281,192		(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	281,192	(4)(5)	0	I	By ICONIQ Strategic Partners II, L.P. ⁽²⁾⁽³⁾

**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	Amount or Number of Shares				
Series A-1 Preferred Stock	(4)(5)	12/13/2024		C			606,144	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	606,144	(4)(5)	0	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series B Preferred Stock	(4)(5)	12/13/2024		C			2,028,510	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	2,028,510	(4)(5)	0	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series C Preferred Stock	(4)(5)	12/13/2024		C			45,431	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	45,431	(4)(5)	0	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(4)(5)	12/13/2024		C			220,117	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	220,117	(4)(5)	0	I	By ICONIQ Strategic Partners II-B, L.P. ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)(5)	12/13/2024		C			1,287	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	1,287	(4)(5)	0	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(4)(5)	12/13/2024		C			631,025	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	631,025	(4)(5)	0	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Series E Preferred Stock	(4)(5)	12/13/2024		C			216,130	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	216,130	(4)(5)	0	I	By ICONIQ Strategic Partners III, L.P. ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)(5)	12/13/2024		C			1,376	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	1,376	(4)(5)	0	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾
Series D Preferred Stock	(4)(5)	12/13/2024		C			674,258	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	674,258	(4)(5)	0	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾
Series E Preferred Stock	(4)(5)	12/13/2024		C			230,936	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	230,936	(4)(5)	0	I	By ICONIQ Strategic Partners III-B, L.P. ⁽²⁾⁽³⁾
Series F Preferred Stock	(4)(5)	12/13/2024		C			139,764	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	147,163 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST) ⁽²⁾⁽³⁾
Series G Preferred Stock	(4)(5)	12/13/2024		C			105,076	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	111,891 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V Co-Invest, L.P. (Series ST2) ⁽²⁾⁽³⁾
Series A-1 Preferred Stock	(4)(5)	12/13/2024		C			145,345	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	145,345	(4)(5)	0	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Series F Preferred Stock	(4)(5)	12/13/2024		C			119,400	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	125,721 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Series G Preferred Stock	(4)(5)	12/13/2024		C			44,883	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	47,793 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾
Series H-1 Preferred Stock	(4)(5)	12/13/2024		C			20,202	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	20,555 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V, L.P. ⁽²⁾⁽³⁾

**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	Amount or Number of Shares				
Series A-1 Preferred Stock	(4)(5)	12/13/2024		C			194,923	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	194,923	(4)(5)	0	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾
Series F Preferred Stock	(4)(5)	12/13/2024		C			160,128	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	168,605 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾
Series G Preferred Stock	(4)(5)	12/13/2024		C			60,192	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	64,096 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾
Series H-1 Preferred Stock	(4)(5)	12/13/2024		C			27,094	(4)(5)	(4)(5)	Class A Common Stock ⁽¹⁾	27,567 ⁽⁶⁾	(4)(5)	0	I	By ICONIQ Strategic Partners V-B, L.P. ⁽²⁾⁽³⁾

Explanation of Responses:

- 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.
- 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).
- (continued) ICONIQ Strategic Partners V TT GP, Ltd. ("ICONIQ Parent GP V") is the sole general partner of ICONIQ GP V. Divesh Makan and the Reporting Person are the sole equity holders of ICONIQ Parent GP II and ICONIQ Parent GP III and Divesh Makan, the Reporting Person 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. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- Each share of Series A-1 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock and has no expiration date. Each share of Series F Preferred Stock automatically converted into Common Stock on an approximately 1:1.05 basis immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock and has no expiration date. Each share of Series G Preferred Stock automatically converted into Common Stock on an approximately 1:1.06 basis immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
- (continued) Each share of Series H-1 Preferred Stock automatically converted into Common Stock on an approximately 1:1.02 basis immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
- Reflects an adjustment to the conversion ratio in accordance with the terms of the preferred stock provided in the Issuer's Amended and Restated Certificate of Incorporation.

/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.

* 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.