

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 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

1. Name and Address of Reporting Person* <u>Singh Jagdeep</u> (Last) (First) (Middle) C/O QUANTUMSCAPE CORPORATION 1730 TECHNOLOGY DRIVE (Street) SAN JOSE CA 95110 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QuantumScape Corp [QS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chief Executive Officer / Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/16/2021</u>	
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	11/16/2021		F		23,316 ⁽¹⁾	D	\$35.557 ⁽²⁾	3,473,056	D	
Class A Common Stock	11/16/2021		F		116,869 ⁽¹⁾	D	\$36.6792 ⁽³⁾	3,356,187	D	
Class A Common Stock	11/16/2021		F		7,787 ⁽¹⁾	D	\$37.0831 ⁽⁴⁾	3,348,400 ⁽⁵⁾	D	
Class A Common Stock								969,289 ⁽⁶⁾	I	By: The Singh Family Trust UDT dated October 3, 1996

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					

Explanation of Responses:

- Represents a sale to cover tax obligations on the release of restricted stock units ("RSUs").
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.97, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.01 to \$37.00, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.01 to \$37.30, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- Includes 2,764,950 shares represented by restricted stock units ("RSUs"). Each RSU represents the Reporting Person's right to receive one share of Class A Common Stock of the Issuer. A portion of the RSUs vest each quarter, subject to the Reporting Person's continued service as of each vesting date.
- The reporting person was removed as the trustee of the Marie Helene Prinz 2019 Trust dated June 17, 2019 and the Benedikt Prinz 2019 Trust dated June 17, 2019 (together the "Prinz Trusts") in September 2021. As a result, the reporting person no longer lists the shares held by the Prinz Trusts as indirectly owned.

Remarks:

/s/ Michael O. McCarthy, III, 11/18/2021
attorney-in-fact

** 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.

