

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>Kensington Sponsor LLC</u>  (Last) (First) (Middle) <u>1400 OLD COUNTRY ROAD,</u> <u>SUITE 301</u>  (Street) <u>WESTBURY NY</u> <u>11590</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>06/25/2020</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Kensington Capital Acquisition Corp. [ KCAC ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B common stock	(1)	(1)	Class A common stock	5,750,000 <sup>(2)</sup>	(1)	D <sup>(3)</sup>	

**Explanation of Responses:**

- As described in the issuer's registration statement on Form S-1 (File No. 333-239053) under the heading "Description of Securities-Founder Shares", the shares of the issue's Class B common stock, par value \$0.0001 per share, will automatically convert into shares of the issuer's Class A common stock, par value \$0.0001 per share, at the time of the issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights and have no expiration date.
- The shares of Class B common stock owned by the reporting person include up to 750,000 shares that are subject to forfeiture to the extent the underwriters of the initial public offering of the issuer's securities do not exercise in full their over-allotment option as described in the issuer's registration statement.
- Justin Mirro, the issuer's Chairman and Chief Executive Officer, has voting and investment discretion with respect to the securities held by the reporting person and may be deemed to have shared beneficial ownership of the securities held directly by the reporting person. Mr. Mirro disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.

**Remarks:**

KENSINGTON CAPITAL  
SPONSOR LLC, By:  
Kensington Capital  
Partners, LLC, Its: 06/25/2020  
Managing Member, By:  
Justin Mirro, Title: Sole  
Member

\*\* 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 5 (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.**