

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Khan Ahmad A.</u> _____ (Last) (First) (Middle) <u>ONE TECHNOLOGY DRIVE</u> _____ (Street) <u>MILPITAS CA 95035</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KLA CORP [ KLAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ <u>President, Semi Proc. Control</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2024</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			
Common Stock	06/28/2024		J	V	44,612 <sup>(1)</sup>	A	\$476.332 <sup>(2)</sup>	32,150.033 <sup>(3)</sup>	D	
Common Stock	08/01/2024		A		3,633.412 <sup>(4)</sup>	A	\$0	35,783.445 <sup>(5)</sup>	D	
Common Stock	08/01/2024		A		10,090.5 <sup>(6)</sup>	A	\$0	45,873.945 <sup>(7)</sup>	D	
Common Stock	08/01/2024		A		5,494.14 <sup>(8)</sup>	A	\$0	51,368.085 <sup>(9)</sup>	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. 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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Purchased under the registrant's employee stock purchase plan.
- Represents 85% of the closing price of the registrant's common stock on January 2, 2024, the first day of the offering period under the employee stock purchase plan.
- The number of shares of KLA common stock includes 23,330,000 shares issuable upon vesting of restricted stock units ("RSUs").
- On August 1, 2024, the Reporting Person received a grant of RSUs. The RSUs vest 25% annually from the date of grant.
- The number of shares of KLA common stock includes 26,963.412 shares issuable upon vesting of RSUs.
- On August 5, 2021, in addition to the RSUs granted that were subject to only service-based vesting conditions, the reporting person was also granted RSUs with both performance-based and service-based vesting conditions ("PRSUs") for a target number of shares equal to 6,727,000 shares of KLA common stock. The maximum number of shares issuable under these PRSUs is 150% of the target shares if KLA's free cash flow relative to its peers was at the 75th percentile or greater for the three years in the period ended June 30, 2024. On August 1, 2024, KLA's Board of Directors and Compensation and Talent Committee determined that the performance conditions applicable to these PRSUs were satisfied at the maximum level. Fifty percent (50%) of the PRSUs will vest on August 5, 2024, and the remaining 50% of the PRSUs will vest on August 5, 2025, subject to continued service of the reporting person.
- The number of shares of KLA common stock includes 37,053.912 shares issuable upon vesting of RSUs.
- On August 4, 2022, in addition to the RSUs granted that were subject to only service-based vesting conditions, the reporting person was also granted RSUs with both performance-based and service-based vesting conditions ("PRSUs") divided into three tranches. The first tranche was for a target number of shares equal to 4,194,000 shares of KLA common stock. The maximum number of shares issuable under the first tranche of these PRSUs is 250% of the target shares if the sum of KLA's non-GAAP earnings per diluted share for fiscal year 2023 and fiscal year 2024 equaled or exceeded \$56.62. On August 1, 2024, KLA's Board of Directors and Compensation and Talent Committee determined that the performance conditions applicable to the first tranche of these PRSUs were satisfied at 131% of target shares. The first tranche of these PRSUs will vest on June 30, 2025, subject to continued service of the reporting person.
- The number of shares of KLA common stock includes 42,548.052 shares issuable upon vesting of RSUs.

/s/ Jeffrey S. Cannon, as attorney-in-fact for Ahmad A. Khan 08/05/2024

\*\* 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.