FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington,	D.C. 20549

ton, D.C. 20549	OMB APPE
	-

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per respons	se: 0.5								

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

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 ar Weber		Reporting Person	*						er or Tra <u>, Inc.</u>					(Chec	k all app Direc	tor	ng Pe	10% O	wner
		st) (NCES, INC. ELD ROAD	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 11/07/2024						Officer (give title Other (specify below) PRINCIPAL ACCOUNTING OFFICER								
(Street) MOUNT VIEW (City)	CA		94043 Zip)		4. If <i>I</i>	Amend	ment,	Date of	f Origina	l Filed	l (Month/Da	y/Year)	6. Indi Line)	Form	filed by One filed by Mo filed by Mo	e Rep	orting Pers	on
		Table	l - Nor	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	osed of	, or E	Benef	icially	/ Own	ed			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D			Execution Date,		Transaction Disposed Of (D) Code (Instr. 5)		s Acquired (A) or of (D) (Instr. 3, 4 and			Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership					
									Code	v	Amount	(A) (D)	or Pi	rice	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 11/07/2				/2024		A		6,700 ⁽¹⁾ A		A	\$ <mark>0</mark>	32,243			D				
		Та									sed of, o				Owne	d			
Derivative Security (Instr. 3) Pr	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	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 Exercisabl Expiration Date (Month/Day/Year)		Amount of		Der Sed (Ins	Price of rivative curity str. 5)	tive derivative ty Securities		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownersh t (Instr. 4)
					Code	V (A) (D)				Expiration Date	Amount or Number of Shares		er						

Explanation of Responses:

1. These securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's Common Stock. 35% of the RSUs shall vest on January 13, 2025 and 65% of the RSUs shall vest November 10, 2025, provided that the Reporting Person remains a service provider through each vesting date.

> /s/ Misbah Tahir, by power of attorney

11/12/2024

** 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.