

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Calogero Dario</b> <small>(Last) (First) (Middle)</small> C/O KALEYRA, INC., VIA MARCO D'VIANO, 2 <small>(Street)</small> MILAN, L6 20131 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol <b>Kaleyra, Inc. [KLR]</b>		5. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO &amp; President</b>	
		3. Date of Earliest Transaction (Month/Day/Year) <b>09/09/2021</b>			
		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**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								665,380 <sup>(1)</sup> <sup>(2)</sup>	D	
Common Stock	09/03/2021		S		40,000	D	\$ 12.3003 <sup>(3)</sup>	625,380	D	
Common Stock								5,473,581	I	By Maya Investments Ltd. <sup>(4)</sup>
Common Stock	09/09/2021		S		37,500	D	\$ 12.4233 <sup>(5)</sup>	5,436,081	I	By Maya Investments Ltd. <sup>(4)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: 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				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Calogero Dario C/O KALEYRA, INC. VIA MARCO D'VIANO, 2 MILAN, L6 20131	X	X	CEO & President	
Maya Investments Ltd CORSO DI PORTA NUOVA 16 MILAN, L6		X		

## Signatures

/s/ Dario Calogero, Individually <small>Signature of Reporting Person</small>		09/10/2021 <small>Date</small>
/s/ Dario Calogero, as CEO of Maya Investments Ltd. <small>Signature of Reporting Person</small>		09/10/2021 <small>Date</small>

## Explanation of Responses:

\* 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).

- As previously disclosed, includes 679,927 Restricted Stock Units ("RSUs") issued by Kaleyra, Inc. (the "Company"), of which (i) 454,025 of such RSUs were granted on December 16, 2019 and vest as follows: 25% of the RSUs have vested on February 1, 2021, and the remaining 75% vest in twelve quarterly installments thereafter, beginning on May 1, 2021 and ending on February 1, 2024; (ii) 115,000 of such RSUs were granted on February 10, 2021 and vest in sixteen quarterly installments beginning on May 1, 2021 and ending February 1, 2025; (iii) 10,902 of such RSUs were granted on March 10, 2021 and vest in full on May 1, 2021, and (iv) 100,000 RSUs were granted on August 4, 2021, such RSU award to vest on May 1, 2022 provided that the Company achieves in fiscal year 2021, certain total revenue and adjusted gross margin targets.
- The Company may withhold shares of stock subject to the RSUs at the time of vesting for the purposes of satisfying any tax withholding obligations which arise in connection with the vesting of such RSUs issued to Mr. Calogero.
  - The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions ranging from \$12.20 to \$12.40, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (3) to this Form 4.
  - Maya Investments Ltd. ("Maya") is affiliated with Mr. Calogero and the shares received by Maya are beneficially owned by Mr. Calogero, who is the Chief Executive Officer, President, and Director of the Company.
  - The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions ranging from \$12.3999 to \$12.4499, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the ranges set forth in footnote (5) to this Form 4.

## Remarks:

Of the total RSUs listed in Footnote 1, 10,000 shares previously vested have already been sold and reported, and an additional 4,547 shares were previously withheld and sold for the satisfaction of tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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