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

**SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)***

COUCHBASE, INC.
(Name of Issuer)

Common stock, par value \$0.00001 per share
(Title of Class of Securities)

22207T101
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons GPI Capital Gemini HoldCo LP	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With:	5.	Sole Voting Power 4,369,543
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 4,369,543
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,369,543	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 9.1% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons GPI GP LP	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned By Each Reporting Person With:	5.	Sole Voting Power 4,369,543
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 4,369,543
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,369,543	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 9.1% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) FI	

1.	Names of Reporting Persons GPI GP Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned By Each Reporting Person With:	5.	Sole Voting Power 4,369,543
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 4,369,543
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,369,543	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 9.1% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) FI	

1.	Names of Reporting Persons GPI Capital, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With:	5.	Sole Voting Power 4,369,543
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 4,369,543
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,369,543	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 9.1% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons Aleksander Migon	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Canada	
Number of Shares Beneficially Owned By Each Reporting Person With:	5.	Sole Voting Power 25,814
	6.	Shared Voting Power 4,369,543
	7.	Sole Dispositive Power 25,814
	8.	Shared Dispositive Power 4,369,543
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,395,357	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 9.1% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) IN	

1.	Names of Reporting Persons William T. Royan	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned By Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 4,369,543
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 4,369,543
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,369,543	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 9.1% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) IN	

1.	Names of Reporting Persons Khai Ha	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Canada	
Number of Shares Beneficially Owned By Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 4,369,543
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 4,369,543
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,369,543	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 9.1% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) IN	

(1) Calculated pursuant to Rule 13d-3. See Item 4

Item 1(a). Name of Issuer
Couchbase, Inc. (the “Issuer”)

Item 1(b). Address of the Issuer’s Principal Executive Offices
3250 Olcott Street
Santa Clara, CA 95054

Item 2(a). Names of Persons Filing
This Schedule 13G is jointly filed by and on behalf of each of the following:

- (i) GPI Capital Gemini HoldCo LP;
- (ii) GPI GP LP;
- (iii) GPI GP Limited;
- (iv) GPI Capital, LLC;
- (v) Aleksander Migon
- (vi) William T. Royan; and
- (vii) Khai Ha (collectively, the “Reporting Persons”).

GPI GP LP is the general partner of GPI Capital Gemini HoldCo LP. GPI GP Limited is the general partner of GPI GP LP. GPI Capital, LLC is the sole member of GPI GP Limited. Messrs. Royan, Ha and Migon were the members of the Investment Committee of GPI Capital, LLC as of December 31, 2023. Mr. Migon is a member of the Issuer’s board of directors.

Item 2(b). Address of the Principal Business Office, or if none, Residence:
The principal business office for the Reporting Persons is:

1345 Avenue of the Americas, 32nd Floor
New York, NY 10105

Item 2(c). Citizenship
See responses to Item 4 on each cover page.

Item 2(d). Title of Class of Securities
Common stock, \$0.00001 par value per share (“Common Stock”).

Item 2(e). CUSIP Number
22207T101.

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not Applicable.

Item 4. Ownership

The responses to Items 5-11 of the cover pages for each Reporting Person under this Schedule 13G are incorporated herein by reference for each such Reporting Person.

The ownership percentages are calculated pursuant to Rule 13d-3 of the Act and are based on an aggregate of 48,071,639 shares of Common Stock outstanding as of November 30, 2023, as reported by the Issuer on its Quarterly Report on Form 10-Q as filed by the Issuer with the Securities and Exchange Commission on December 7, 2023.

As of December 31, 2023, GPI Capital Gemini HoldCo LP directly held and may have been deemed to be the beneficial owner of, and have voting and dispositive power over, 4,369,543 shares of Common Stock, which represent 9.1% of the total number of shares of Common Stock outstanding.

Each of GPI GP LP (as the general partner of GPI Capital Gemini HoldCo LP), GPI GP Limited (as the general partner of GPI GP LP), GPI Capital, LLC (as the sole member of GPI GP Limited), and each of Aleksander Migon, William T. Royan and Khai Ha (as members of the Investment Committee of GPI Capital, LLC) may as of December 31, 2023 be deemed to be the beneficial owner of, and have voting and dispositive power over the shares of Common Stock owned by GPI Capital Gemini HoldCo LP, for an aggregate of 4,369,543 shares of Common Stock, representing 9.1% of the total shares of Common Stock issued and outstanding as of such time, but each disclaims beneficial ownership of such shares of Common Stock.

On March 15, 2023, restricted stock units in an amount equivalent to 628 shares of Common Stock were issued to Mr. Aleksander Migon pursuant to the Issuer's non-employee director compensation program, which provides for grants of restricted stock units as compensation for service on the Issuer's board of directors. Further grants of restricted stock units were awarded to Mr. Aleksander Migon as compensation for service on the Issuer's board of directors in an amount equivalent to (i) 9,874 shares of Common Stock on June 1, 2023, (ii) 543 shares of Common Stock on June 15, 2023, (iii) 592 shares of Common Stock on September 15, 2023 and (iv) 505 shares of Common Stock on December 15, 2023. In addition, restricted stock units in an amount equivalent to 13,672 shares of Common Stock were also issued to Mr. Aleksander Migon pursuant to the Issuer's non-employee director compensation program prior to 2023.

Pursuant to Rule 13d-1(d)(k)(1) under the Securities Exchange Act of 1934, as amended, and as provided in the Joint Filing Agreement filed as Exhibit 99.1 hereto, each Reporting Person has agreed to file one statement on Schedule 13G, including any amendments thereto.

The filing of this Schedule 13G shall not be construed as an admission that any of the above-listed entities or individuals is the beneficial owner of any securities covered by this statement.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2024

GPI CAPITAL GEMINI HOLDCO LP

By: GPI GP LP, its general partner
By: GPI GP Limited, its general partner
By: GPI Capital, LLC, its sole member

By: /s/ Khai Ha
Name: Khai Ha
Title: Authorized Signatory

GPI GP LP

By: GPI GP Limited, its general partner
By: GPI Capital, LLC, its sole member

By: /s/ Khai Ha
Name: Khai Ha
Title: Authorized Signatory

GPI GP LIMITED

By: GPI Capital, LLC, its sole member

By: /s/ Khai Ha
Name: Khai Ha
Title: Authorized Signatory

GPI CAPITAL, LLC

By: /s/ Khai Ha
Name: Khai Ha
Title: Authorized Signatory

ALEKSANDER MIGON

/s/ Aleksander Migon
Aleksander Migon

WILLIAM T. ROYAN

/s/ William T. Royan
William T. Royan

KHAI HA

/s/ Khai Ha
Khai Ha

Exhibit Index

Exhibit No.

Description

[Exhibit 99.1](#) [Joint Filing Agreement, dated as of February 14, 2022, by and among the Reporting Persons \(filed herewith\).](#)

**EXHIBIT 1
JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.00001 par value per share, of Couchbase, Inc., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 14, 2022.

Date: February 14, 2022

GPI CAPITAL GEMINI HOLDCO LP

By: GPI GP LP, its general partner
By: GPI GP Limited, its general partner
By: GPI Capital, LLC, its sole member

By: /s/ Mateo Goldman

Name: Mateo Goldman

Title: Authorized Signatory

GPI GP LP

By: By GPI GP Limited, its general partner
By: GPI Capital, LLC, its sole member

By: /s/ Mateo Goldman

Name: Mateo Goldman

Title: Authorized Signatory

GPI GP LIMITED

By: GPI Capital, LLC, its sole member

By: /s/ Mateo Goldman

Name: Mateo Goldman

Title: Authorized Signatory

GPI CAPITAL, LLC

By: /s/ Mateo Goldman

Name: Mateo Goldman

Title: Authorized Signatory

ALEKSANDER MIGON

/s/ Aleksander Migon

Aleksander Migon

WILLIAM T. ROYAN

/s/ William T. Royan

William T. Royan

KHAI HA

/s/ Khai Ha

Khai Ha