SEC Form 4

FORM 4

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

OMB APPROVAL

Estimated average burden

hours per response:

OMB Number:

3235-0287

0.5

| | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | of Section 30(n) of the investment Company Act of 1940 | | | | | | | | |
|--|--------|--|--|---|-----------------------|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>RUH WILLIAM J</u> | | 2. Issuer Name and Ticker or Trading Symbol <u>nCino, Inc.</u> [NCNO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | | |
| | iddle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/20/2024 | | Officer (give title below) | Other (specify below) | | | | | |
| 6770 PARKER FARM DRIVE SUITE 200 | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Filing Form filed by One Repo | | | | | | |
| (Street) WILMINGTON NC 28 | 3405 | | | Form filed by More than Person | One Reporting | | | | | |
| | | Rule 10b5-1(c) Transaction Indication | | | | | | | | |
| (City) (State) (Zi | p) | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | |
| 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 Disposed Of 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 06/20/2024 | | Α | | 5,874 ⁽¹⁾ | A | \$ <mark>0</mark> | 29,540 | D | |
| Common Stock | | | | | | | | 246,201 | [⁽²⁾ | By William J. Ruh Trust, U/T/A ⁽²⁾ |

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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents restricted stock units ("RSUs") that vest in full on the earlier of June 20, 2025 and the date of the next annual meeting of the Issuer's stockholders, subject to the reporting person's continued service through the applicable vesting date. These RSUs vest fully upon a change in control of the Issuer.

2. These Shares are held directly by the William J. Ruh Trust, U/T/A, for which the reporting person is sole trustee.

Remarks:

/s/ Jeanette Sellers, Attorneyin-fact for William J. Ruh

06/24/2024

** 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.