

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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 and Address of Reporting Person* <u>Lake Spencer</u> _____ (Last) (First) (Middle) <u>6770 PARKER FARM DRIVE, SUITE 200</u> _____ (Street) <u>WILMINGTON NC 28405</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/13/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>NCINO, INC. [ NCNO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ Officer (give title below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy) <sup>(1)</sup>	(2)	06/01/2027	Common Stock	16,000	4.98	D
Performance Stock Option (Right to Buy) <sup>(1)</sup>	(3)	06/01/2027	Common Stock	22,500	4.98	D
Restricted Stock Units	(4)	06/08/2027	Common Stock	7,500	(4)	D
Restricted Stock Units	(5)	06/08/2027	Common Stock	2,500	(5)	D

**Explanation of Responses:**

- These options were granted to the reporting person pursuant to a Non-Qualified Stock Option Agreement ("Stock Option Agreement") entered into in connection with a Consulting Agreement between the reporting person and the Issuer effective as of May 1, 2017.
- This option vests in four equal annual installments starting on May 1, 2018, subject to the reporting person's continued service through the applicable vesting date.
- On May 1, 2017, the reporting person was granted an option to purchase 50,000 shares of common stock of the Issuer ("Shares"), subject to the satisfaction of certain performance criteria set forth in the Stock Option Agreement. The performance criteria for this option are as follows: 1,250 Shares vest for each \$1 million of Annual Contract Value (as defined in the Stock Option Agreement) contracted for by the Issuer outside of the Americas during the time period beginning on May 1, 2017 and ending on May 1, 2021, subject to a maximum of 50,000 Shares vesting. As of the date of this Form 3, 22,500 Shares have vested under this performance option.
- Each restricted stock unit ("RSU") represents a contingent right to receive one Share or, in the Issuer's discretion, an amount of cash equal to the fair market value of the Shares represented by the RSUs on the payment date. These RSUs vest in full on June 8, 2021, subject to the reporting person's continued service through the applicable vesting date, and provided that no RSUs can be settled until after the expiration of the lock-up period established in connection with the Issuer's initial public offering. These RSUs fully vest upon a change in control of the Issuer.
- Each RSU represents a contingent right to receive one Share or, in the Issuer's discretion, an amount of cash equal to the fair market value of the Shares represented by the RSUs on the payment date. These RSUs vested in full upon the effectiveness of the Securities Act registration statement for the Shares, provided that no RSUs can be settled until after the expiration of the lock-up period established in connection with the Issuer's initial public offering.

**Remarks:**

Exhibit List Exhibit 24 - Power of Attorney

/s/ Jeanette Sellers as Attorney-in-Fact for Spencer Lake 07/13/2020  
 \*\* 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 5 (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.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Jeanette Sellers, David Rudow and Gregory Orenstein, or either of them acting individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of nCino, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5, including amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein at a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27 day of May, 2020.

/s/ Spencer Lake  
Signature

Spencer Lake  
Print Name