FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machinaton	D C 20540
Washington,	D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	. OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 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 defense conditions of Rule 10b5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	2. Issuer Name and Ticker or Trading Symbol nCino, Inc. [NCNO]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
/liddle)								Officer (give title below)				Other (specify below)				
S. 36TH																
	4. If Amendm										6. Individual or Joint/Group Filing (Check Applicable Line)					
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(ip)																
I - Non-Deriva	tive S	Secui	rities	Acq	uired	l, Dis	pose	d of,	or E	Benefici	ally Own	ed				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5				Beneficially Owned Following				7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	Amou	ınt	(A) or (D)	Pric	е	Transaction					
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12/16/2024				S		70,0	673	D	\$3	6.107(2)	8,987,6	525	I			otes(3)(4)
											137,5	27	I		See footn	ote ⁽⁵⁾
											117,60	03 ⁽⁶⁾ Γ				
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3A. Deemed Execution Date, if any (Month/Day/Year)		4. 5. Number 6. Date Exercisable an Transaction of 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)	derivative Securities Fo Beneficially Owned or		Form: Direct or Indi	(D) irect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
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Explanation of Responses:

- 1. See Exhibit 99.1
- 2. See Exhibit 99.1
- 3. See Exhibit 99.1
- 4. See Exhibit 99.1
- 5. See Exhibit 99.1
- 6. See Exhibit 99.1

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses

/s/ Jeffrey Horing

12/17/2024

** 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.

EXHIBIT 99.1

EXPLANATION OF RESPONSES

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.550 to \$36.645, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.000 to \$36.300, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 2,369,279 shares of common stock are held of record by Insight Venture Partners IX, L.P. ("IVP IX"), 1,177,240 shares of common stock are (3) held of record by Insight Venture Partners (Cayman) IX, L.P. ("IVP Cayman IX"), 251,026 shares of common stock are held of record by Insight Venture Partners (Delaware) IX, L.P. ("IVP Delaware IX") and 47,295 shares of common stock are held of record by Insight Venture Partners IX (Co-Investors), L.P. ("IVP Co-Investors IX" and, together with IVP IX, IVP Cayman IX and IVP Delaware IX, "Fund IX"). 962,851 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P. ("IVP GBCF"), 774,075 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P. ("IVP GBCF Cayman"), 711,763 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. ("IVP GBCF Delaware") and 876.019 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. ("IVP GBCF (B)" and, together with IVP GBCF, IVP GBCF Cayman and IVP GBCF Delaware, "GBCF"). 190,760 shares of common stock are held of record by Insight SN Holdings, LLC ("Fund X HoldCo 1"), 738,777 shares of common stock are held of record by Insight SN Holdings 2, LLC ("Fund X HoldCo 2" and, together with Fund X HoldCo 1, the "Fund X HoldCos"). 744,519 shares of common stock are held of record by Insight Venture Partners (Cayman) X, L.P. ("IVP Cayman X"), 144,021 shares of common stock are held of record by Insight Venture Partners (Delaware) X, L.P. ("IVP Delaware X"), 907.934 shares of common stock are held of record by Insight Venture Partners X, L.P. ("IVP X") and 21,603 shares of common stock are held of record by Insight Venture Partners X (Co-Investors), L.P. ("IVP Co-Investors X", together with IVP Cayman X, IVP Delaware X and IVP X, "Fund X").
- Insight Holdings Group, LLC ("Holdings") is the sole shareholder of each of Insight Venture Associates IX, Ltd. ("IVA IX Ltd"), Insight Venture Associates Growth-Buyout Coinvestment, Ltd. ("IVA GBCF Ltd") and Insight Venture Associates X, Ltd. ("IVA X Ltd"), IVA IX Ltd is the general partner of Insight Venture Associates IX, L.P. ("IVA IX LP"), IVA GBCF Ltd is the general partner of Insight Venture Associates Growth-Buyout Coinvestment, L.P. ("IVA GBCF LP") and IVA X Ltd is the general partner of Insight Venture Associates X, L.P. ("IVA X LP"), and, in turn, IVA IX LP is the general partner of Fund IX (IVA GBCF LP is the general partner of GBCF, IVA X LP is the general partner of Fund X, and IVP X and IVP Co-Investors X are the sole members of each of the Fund X HoldCos. Each of Jeffrey Horing, Deven Parekh, Jeffrey Lieberman and Michael Triplett is a member of the board of managers of Holdings and may be deemed to have shared voting and dispositive power over the shares held of record by the foregoing entities. The foregoing is not an admission by Holdings, IVA IX Ltd, IVA GBCF Ltd, IVA X Ltd, IVA IX LP, IVA GBCF LP and IVA X LP that it is the beneficial owner of the shares held of record by the foregoing entities. Each of Jeffrey Horing, Deven Parekh, Jeffrey Lieberman and Michael Triplett disclaim beneficial ownership of the shares held by entities affiliated with Insight Partners, except to the extent of his pecuniary interest therein, if any. The address for these entities is c/o Insight Partners, 1114 Avenue of the Americas, 36th Floor, New York, NY 10036.
- (5) 4,960 shares of common stock are held of record by JPH DE Trust Holdings LLC and 132,567 shares of common stock are held of record by JPH Private Investments LLC. The reporting person controls JPH DE Trust Holdings LLC and JPH Private Investments LLC. By reason of the provisions of Rule 16a-1 under the Exchange Act, the reporting person may be deemed to be the beneficial owner of the shares of common stock held of record by JPH DE Trust Holdings LLC and JPH Private Investments LLC.
- (6) This includes 5,874 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 fully vest upon a change in control of the issuer.