

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**

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>Rudow David</u>  (Last) (First) (Middle) 6770 PARKER FARM DRIVE, SUITE 200  (Street) WILMINGTON NC 28405  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>nCino, Inc. [ NCNO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CFO &amp; Treasurer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2022	

**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	01/07/2022		A		18,806	A	(1)(2)(3)	18,806	D	
Common Stock	01/07/2022		A		119,608	A	(1)(2)(4)	138,414	D	

**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					

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated November 16, 2021 (the "Merger Agreement"), by and among nCino, Inc., a Delaware corporation ("old nCino"), Penny HoldCo, Inc., a Delaware corporation and, at the time, a wholly owned subsidiary of old nCino (the "Issuer"), SimpleNexus, LLC, a Utah limited liability company (the "SimpleNexus"), and certain other parties, effective January 7, 2022, among other things: (i) old nCino merged with a merger sub and survived such merger as a wholly owned subsidiary of the Issuer (the "nCino Merger"); (ii) certain blocker merger sub entities merged with and into the respective corresponding blocker entity, with each of the respective blocker entities surviving as a wholly owned subsidiary of the Issuer; (iii) SimpleNexus merged with a separate merger sub and survived such merger as a wholly owned indirect subsidiary of the Issuer (the mergers contemplated in clauses (i) - (iii) hereof, collectively, the "Mergers").
- Upon completion of the Mergers, the Issuer changed its name to nCino, Inc.
- Pursuant to the Merger Agreement, at the effective time of the nCino Merger (the "Effective Time"), each share of old nCino common stock, par value \$0.0005 per share, ("Old nCino Shares") converted automatically into one share of common stock, par value \$0.0005 per share, of the Issuer ("Shares"). As of January 7, 2022, the closing market price of the old nCino Shares was \$50.82.
- Pursuant to the Merger Agreement, at the Effective Time, each restricted stock unit granted by Old nCino ("Old nCino RSU") converted automatically into a restricted stock unit of the Issuer on substantially the same terms and conditions (including vesting and delivery schedule) as applied to such Old nCino RSU immediately prior to the Effective Time.

/s/ Jeanette Sellers, Attorney-in-Fact for David Rudow 01/11/2022

\*\* 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.

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