

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): October 5, 2020**

**nCino, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-39380**  
(Commission  
file number)

**46-4353148**  
(I.R.S. Employer  
Identification Number)

**6770 Parker Farm Drive  
Wilmington, North Carolina 28405  
(888) 676-2466**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.0005 per share</b>	<b>NCNO</b>	<b>The Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On October 5, 2020, nCino, Inc. (the “Company”), issued a press release announcing that it has launched a secondary public offering of 5,500,000 shares of the Company’s common stock, par value \$0.0005 per share (the “Common Stock”), held by certain selling stockholders of the Company (the “Offering”). In addition, certain of the selling stockholders are expected to grant the underwriters a 30-day option to purchase up to an additional 825,000 shares of Common Stock. A copy of the press release is attached hereto as Exhibit 99.1.

In order to effect the Offering, BofA Securities, Inc. and Barclays Capital Inc. (the “Representatives”) intend to release lock-up restrictions entered into between the selling stockholders and the Representatives in connection with the Company’s initial public offering, solely with respect to the shares to be sold by the selling stockholders in the Offering. In addition to the shares included in the Offering, concurrently with the pricing of the Offering, the Company has agreed to a partial release of shares held by certain other stockholders that are currently subject to applicable lock-up restrictions entered into between such stockholders and the Company in connection with the Company’s initial public offering, in an aggregate amount of approximately 370,000 shares of Common Stock. This release is contingent upon the pricing of the Offering, but upon such pricing, such shares of Common Stock that are released will become freely tradable subject to applicable securities laws.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**nCino, Inc.**

Dated: October 5, 2020

By: /s/ Gregory D. Orenstein  
Name: Gregory D. Orenstein  
Title: Chief Corporate Development & Legal Officer and Secretary

## News Release

**nCino Announces Launch of Secondary Offering of Common Stock**

**WILMINGTON, N.C., Oct. 05, 2020 (GLOBE NEWSWIRE)** – nCino, Inc. (NASDAQ: NCNO), today announced that it has launched a secondary public offering of 5,500,000 shares of common stock to be sold by certain stockholders of nCino (the “Selling Stockholders”). In addition, certain of the Selling Stockholders are expected to grant the underwriters a 30-day option to purchase up to an additional 825,000 shares of common stock. The Company is not selling any shares and will not receive any proceeds from such offering.

BofA Securities and Barclays are acting as lead book-running managers for the offering. KeyBanc Capital Markets and Truist Securities are also acting as book-running managers for the offering, along with Piper Sandler, Raymond James and Macquarie Capital.

The offering will be made only by means of a prospectus, which will be filed with the SEC and will be available on the SEC’s website. Copies of the preliminary prospectus related to this offering, when available, may be obtained from BofA Securities, NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte, NC 28255-0001, Attn: Prospectus Department, or via email: [dg.prospectus\\_requests@bofa.com](mailto:dg.prospectus_requests@bofa.com), Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by calling (888) 603-5847, or by email at [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) or by visiting the EDGAR database on the SEC’s web site at [www.sec.gov](http://www.sec.gov).

A registration statement relating to these securities has been filed with the U.S. Securities and Exchange Commission but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About nCino**

nCino is a leading global provider of cloud-based software for financial institutions. Its Bank Operating System improves employee efficiency while enhancing the customer experience for onboarding, loans and deposits across all lines of business. Transforming how financial institutions operate through innovation, reputation and speed, nCino works with more than 1,200 financial institutions globally whose assets range in size from \$30 million to \$2 trillion. A proven leader, nCino is part of the 2019 Forbes Cloud 100 and was named the #1 “Best Fintech to Work For” by American Banker.



## CONTACTS

### MEDIA CONTACTS

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