

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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>Insight Holdings Group, LLC</u>  (Last) (First) (Middle) C/O INSIGHT PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR  (Street) NEW YORK NY 10036  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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 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	06/25/2024		S		3,345	D	\$31.5052 <sup>(1)</sup>	1,244,916	I	See footnote <sup>(3)</sup>
Common Stock	06/25/2024		S		5,696	D	\$31.5052 <sup>(1)</sup>	2,119,777	I	See footnote <sup>(4)</sup>
Common Stock	06/25/2024		S		1,102	D	\$31.5052 <sup>(1)</sup>	410,050	I	See footnote <sup>(5)</sup>
Common Stock	06/25/2024		S		3,767	D	\$31.5052 <sup>(1)</sup>	1,401,649	I	See footnote <sup>(6)</sup>
Common Stock	06/26/2024		S		329	D	\$31.5086 <sup>(2)</sup>	1,244,587	I	See footnote <sup>(3)</sup>
Common Stock	06/26/2024		S		559	D	\$31.5086 <sup>(2)</sup>	2,119,218	I	See footnote <sup>(4)</sup>
Common Stock	06/26/2024		S		108	D	\$31.5086 <sup>(2)</sup>	409,942	I	See footnote <sup>(5)</sup>
Common Stock	06/26/2024		S		370	D	\$31.5086 <sup>(2)</sup>	1,401,279	I	See footnote <sup>(6)</sup>
Common Stock	06/27/2024		S		27,691	D	\$31.5	1,216,896	I	See footnote <sup>(3)</sup>
Common Stock	06/27/2024		S		47,151	D	\$31.5	2,072,067	I	See footnote <sup>(4)</sup>
Common Stock	06/27/2024		S		9,121	D	\$31.5	400,821	I	See footnote <sup>(5)</sup>
Common Stock	06/27/2024		S		31,178	D	\$31.5	1,370,101	I	See footnote <sup>(6)</sup>

**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)					

1. Name and Address of Reporting Person\*  
Insight Holdings Group, LLC

(Last) (First) (Middle)

C/O INSIGHT PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Insight SN Holdings 2, LLC](#)

(Last) (First) (Middle)

C/O INSIGHT PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TTH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

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1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Insight Venture Associates X, L.P.](#)

(Last) (First) (Middle)

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1114 AVENUE OF THE AMERICAS, 36TH FLOOR

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1. Name and Address of Reporting Person\*

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1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Insight Venture Partners \(Cayman\) X, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Insight Venture Partners \(Delaware\) X, L.P.](#)

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C/O INSIGHT PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)  
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Insight Venture Partners X, L.P.](#)

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1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)  
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Insight Venture Partners X \(Co-Investors\), L.P.](#)

(Last) (First) (Middle)  
C/O INSIGHT PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)  
NEW YORK NY 10036

(City) (State) (Zip)

**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:**

This Form 4 is the second of three Forms 4 filed relating to the same event. The Form 4 has been split into three filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons. Each Form 4 is filed by Designated Filer, Insight Holdings Group, LLC. Jeffrey Horing, a member of the board of managers of Insight Holdings Group, LLC, serves on the Board of Directors of the Issuer (the "Board"). Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Reporting Persons may be deemed to be a "director by deputization" of the Issuer as a result of the service of Mr. Horing on the Board. Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Signatures Exhibit 99.3 - Joint Filer Information

[Insight Holdings Group, LLC,](#)  
[by Andrew Prodromos, its](#) [06/27/2024](#)  
[Authorized Signatory](#)  
[/s/Andrew Prodromos](#)

\*\* 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 \$31.500 to \$31.530, 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 footnotes (1) and (2).
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.500 to \$31.550, 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 footnotes (1) and (2).
- (3) Held directly by Insight SN Holdings, LLC
- (4) Held directly by Insight Venture Partners (Cayman) X, L.P.
- (5) Held directly by Insight Venture Partners (Delaware) X, L.P.
- (6) Held directly by Insight SN Holdings 2, LLC

**EXHIBIT 99.2**  
**JOINT FILERS' SIGNATURES**

INSIGHT HOLDINGS GROUP, LLC

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT VENTURE ASSOCIATES X, LTD.

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT VENTURE ASSOCIATES X, L.P.

By: Insight Venture Associates X, Ltd., its general partne

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS X, L.P.

By: Insight Venture Associates X, L.P., its general partner

By: Insight Venture Associates X, Ltd., its general partner

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS (CAYMAN) X, L.P.

By: Insight Venture Associates X, L.P., its general partner

By: Insight Venture Associates X, Ltd. its general partner

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS (DELAWARE) X, L.P.

By: Insight Venture Associates X, L.P., its general partner

By: Insight Venture Associates X, Ltd., its general partner

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS X (CO-INVESTORS), L.P.

By: Insight Venture Associates X, L.P., its general partner

By: Insight Venture Associates X, Ltd., its general partner

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT SN HOLDINGS, LLC

By: /s/Andrew Prodromos Date: 6/27/24  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

INSIGHT SN HOLDINGS 2, LLC

By: /s/Andrew Prodromos  
Name: Andrew Prodromos  
Title: Attorney-in-Fact

Date: 6/27/24

**EXHIBIT 99.3**  
**JOINT FILER INFORMATION**

1,216,896 shares of common stock are held of record by Insight SN Holdings, LLC (“IVP X HoldCo 1”), 1,370,101 shares of common stock are held of record by Insight SN Holdings 2, LLC (“IVP X Holdco 2”), 2,072,067 shares of common stock are held of record by Insight Venture Partners (Cayman) X, L.P. (“IVP Cayman X”) and 400,821 shares of common stock are held of record by Insight Venture Partners (Delaware) X, L.P. (“IVP Delaware X”) and, together with IVP X Holdco 1, IVP X Holdco 2 and IVP Cayman X, the “IVP X Entities”).

The amount listed as owned by each IVP X Entity may be deemed to be attributable to each of the other IVP X Entities, Insight Venture Partners X, L.P. (“IVP X”), Insight Venture Partners X (Co-Investors), L.P. (“IVP Co-Investors X”), Insight Venture Associates X, L.P. (“IVA X”), Insight Venture Associates X, Ltd. (“IVA X Ltd”) and Insight Holdings Group, LLC (“Holdings”), because Holdings is the sole shareholder of IVA X Ltd, which in turn is the general partner of IVA X, which in turn is the general partner of each of IVP X, IVP Cayman X, IVP Delaware X and IVP Co-Investors X, and IVP X and IVP Co-Investors X in turn are the sole members of each of IVP X HoldCo 1 and IVP X HoldCo 2.

6,593,953 shares of common stock are held of record by Insight Venture Partners IX, L.P. (“IVP IX”), 3,276,377 shares of common stock are held of record by Insight Venture Partners (Cayman) IX, L.P. (“IVP Cayman IX”), 698,628 shares of common stock are held of record by Insight Venture Partners (Delaware) IX, L.P. (“IVP Delaware IX”) and 131,622 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, the “IVP IX Funds”).

The amount listed as owned by each IVP IX Fund may be deemed to be attributable to each of the other IVP IX Funds, Insight Venture Associates IX, L.P. (“IVA IX”), Insight Venture Associates IX, Ltd. (“IVA IX Ltd”) and Holdings, because Holdings is the sole shareholder of IVA IX Ltd, which in turn is the general partner of IVA IX, which in turn is the general partner of each of the IVP IX Funds.

2,679,710 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P. (“IVP Coinvestment”), 2,154,331 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P. (“IVP Coinvestment Cayman”), 1,980,914 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. (“IVP Coinvestment Delaware”) and 2,438,047 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. (“IVP Coinvestment (B)”) and, together with IVP Coinvestment, IVP Coinvestment Cayman and IVP Coinvestment Delaware, the “IVP Coinvestment Funds” and, IVP Coinvestment Funds together with the IVP X Entities and the IVP IX Funds, the “Funds”).

The amount listed as owned by each IVP Coinvestment Fund may be deemed to be attributable to each of the other IVP Coinvestment Funds, Insight Venture Associates Growth-Buyout Coinvestment, L.P. (“IVA Coinvestment”), Insight Venture Associates Growth-Buyout Coinvestment, Ltd. (“IVA Coinvestment Ltd”) and Holdings, because Holdings is the sole shareholder of IVA Coinvestment Ltd, which in turn is the general partner of IVA Coinvestment, which in turn is the general partner of each of the IVP Coinvestment Funds.

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 Funds. The foregoing is not an admission by IVA IX, IVA IX Ltd, IVA Coinvestment, IVA Coinvestment Ltd, IVA X, IVA X Ltd or Holdings that it is the beneficial owner of the shares held of record by the Funds. Each of Messrs. Horing, Parekh, Lieberman and Triplett disclaims beneficial ownership of the shares held by the Funds, except to the extent of his pecuniary interest therein, if any.

The address of each of the entities and persons identified in this Exhibit 99.3 is c/o Insight Partners, 1114 Avenue of the Americas, 36<sup>th</sup> Floor, New York, New York 10036.