

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Lunsford Jeffrey W</u>			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 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>6770 PARKER FARM DRIVE, SUITE 200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/13/2021</u>					
(Street) <u>WILMINGTON NC 28405</u>								
(City) (State) (Zip)								

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	01/11/2021		M		2,500	A	(1)	341,000 ⁽⁵⁾	D	
Common Stock	01/11/2021		S		10,000	D	\$70.555 ⁽²⁾	331,000 ⁽⁵⁾	D	
Common Stock	01/11/2021		S		20,000	D	\$72.1584 ⁽³⁾	311,000 ⁽⁵⁾	D	
Common Stock	01/12/2021		S		20,000	D	\$70.1487 ⁽⁴⁾	291,000 ⁽⁵⁾	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						Title
Restricted Stock Units	(1)	01/11/2021		M			2,500	(1)	06/08/2027	Common Stock	2,500	\$0	0	D	

Explanation of Responses:

- 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 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$70.50 to \$70.72, inclusive. The reporting person undertakes to provide to nCino, Inc., any security holder of nCino, Inc., 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 footnote (2).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$72.00 to \$72.42, inclusive. The reporting person undertakes to provide to nCino, Inc., any security holder of nCino, Inc., 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 footnote (3).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$69.89 to \$70.43, inclusive. The reporting person undertakes to provide to nCino, Inc., any security holder of nCino, Inc., 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 footnote (4).
- This Form 4 amendment is being filed to correct the amount of securities beneficially owned.

/s/ Gregory Orenstein as
Attorney-in-Fact for Jeffery W. 01/15/2021
Lunsford

** 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.