

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>HORING JEFF</u> <hr/> (Last) (First) (Middle) <u>C/O INSIGHT PARTNERS</u> <u>1114 AVENUE OF THE AMERICAS, 36TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10036</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>nCino, Inc. [NCNO]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/09/2024</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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	04/09/2024		j(1)(2)(3)(4)		5,009,547	D	\$0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	29,013,467	I	See footnote ⁽⁵⁾
Common Stock	04/09/2024		j(1)(2)(3)(4)		88,612	A	\$0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	107,716	I	See footnote ⁽⁶⁾
Common Stock	04/09/2024		j(1)(2)(3)(4)		37,785	A	\$0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	95,098 ⁽⁷⁾	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:

- 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
- 7. See Exhibit 99.1

Remarks:

Exhibit List Exhibit 99.1 - Explanation of Responses

/s/ Jeffrey Horing 04/11/2024

** 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) On April 9, 2024, Insight SN Holdings, LLC distributed 517,120 shares of common stock of nCino, Inc. (the “Issuer”), par value \$0.0005 per share (the “Shares”), pro rata to its members, Insight Venture Partners X, L.P. and Insight Venture Partners X (Co-Investors), L.P.. Insight Venture Partners X, L.P. and Insight Venture Partners X (Co-Investors), L.P. did not furnish any consideration in exchange for shares received in connection with such distribution.
- (2) On April 9, 2024, Insight Venture Partners IX, L.P., Insight Venture Partners IX (Co-Investors), L.P., Insight Venture Partners (Cayman) IX, L.P., Insight Venture Partners (Delaware) IX, L.P. (collectively, the “Insight IX Funds”), Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P., Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P., Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P., Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. (collectively, the “Insight Coinvestment Funds”), Insight Venture Partners X, L.P., Insight Venture Partners X (Co-Investors), L.P., Insight Venture Partners (Cayman) X, L.P. and Insight Venture Partners (Delaware) X, L.P. (collectively, the “Insight X Funds” and, together with Insight IX Funds and Insight Coinvestment Funds, the “Insight Funds”) distributed an aggregate of 5,000,000 Shares to their partners on a pro rata basis in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreements of such entities (the “Insight Funds Distribution”). The respective partners of the Insight Funds did not furnish any consideration in exchange for shares received in connection with the Insight Funds Distribution.
- (3) In connection with the Insight Funds Distribution, Insight Venture Associates IX, L.P. (“IVA IX LP”), the general partner of each of the Insight IX Funds, acquired direct ownership of 232,122 Shares, Insight Venture Partners IX (Class A), L.P. (“IVP IX Class A”), an entity controlled by Insight Holdings Group, LLC (“Holdings”), acquired direct ownership of 73,447 Shares, NV Secondary L.P. (“NV Secondary”), an entity controlled by Holdings, acquired direct ownership of 12,610 Shares, Insight Venture Associates X, L.P. (“IVA X LP”), the general partner of each of the Insight X Funds, acquired direct ownership of 106,461 Shares, Insight Venture Partners X (Class A), L.P. (“IVP X Class A”), an entity controlled by Holdings, acquired direct ownership of 29,949 Shares, IVP (Venice), L.P. (“IVP Venice”), an entity controlled by Holdings, acquired direct ownership of 52,079 Shares, Insight Venture Associates Growth-Buyout Coinvestment, L.P. (“IVA Coinvestment”), the general partner of each of the Insight Coinvestment Funds, acquired direct ownership of 195,550 Shares and Insight Venture Partners Growth-Buyout Coinvestment Fund (Class A), L.P. (“IVP Coinvestment Class A”), an entity controlled by Holdings, acquired direct ownership of 61,741 Shares. The respective partners of IVA IX LP, IVP IX Class A, IVP X LP, IVP X Class A, IVP Venice, IVA Coinvestment, IVP Coinvestment Class A and NV Secondary, did not furnish any consideration in exchange for the Shares received in connection with the Insight Funds Distribution.
- (4) On April 9, 2024, IVA IX LP distributed 257,662 Shares pro rata to its partners (including 14,686 Shares to IVP (Rome), L.P. (“IVP Rome”), an entity controlled by Holdings, which further distributed such Shares pro rata to its partners), IVP IX Class A distributed 73,447 Shares pro rata to its partners (including 25,540 Shares to IVA IX LP, which further distributed such Shares pro rata to its partners as described herein), NV Secondary distributed 12,610 Shares pro rata to its partners, IVA Coinvestment distributed 218,211 Shares pro rata to its partners (including 19,555 Shares to IVP Rome, which further distributed such Shares pro rata to its partners), IVP Coinvestment Class A distributed 61,741 Shares pro rata to its partners (including 22,661 Shares to IVA Coinvestment, which further distributed such Shares pro rata to its partners as described herein), IVA X LP distributed 106,461 Shares pro rata to its partners (including 10,646 Shares to IVP Rome, which further distributed such Shares pro rata to its partners), IVP X Class A distributed 29,949 Shares pro rata to its partners and IVP Venice distributed 61,626 Shares (including 9,547 Shares held directly by IVP Venice prior to the Insight Funds Distribution) pro rata to IVP Feeder, L.P. (“IVP Feeder”), an entity controlled by Holdings, which further distributed such Shares pro rata to its partners, in each case, in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreements of such entities. The respective partners of IVA IX LP, IVP IX Class A, NV Secondary, IVA Coinvestment, IVP Coinvestment Class A, IVA X LP, IVP X Class A, IVP Venice, IVP Feeder and IVP Rome did not furnish any consideration in exchange for the Shares received in connection with such distribution.
- (5) 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 Insight 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 Insight Funds. Each of Jeffrey Horing, Deven Parekh, Jeffrey Lieberman and Michael Triplett disclaim beneficial ownership of the shares held by the Insight Funds, 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.
- (6) In connection with such distributions Jeffrey Horing received 37,785 Shares, JPH Private Investments LLC (“JPH Investments”) received 85,733 Shares and JPH DE Trust Holdings LLC (“JPH Holdings”) received 2,874 Shares in their capacity as partners of one or more of the foregoing entities. Jeffrey Horing, JPH Investments and JPH Holdings did not furnish any consideration in exchange for the Shares received in connection with such distributions. The reporting person controls JPH Holdings and JPH Investments. 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 held of record by JPH Holdings and JPH Investments.
- (7) This includes 5,770 restricted stock units (“RSUs”) that vest in full on the earlier of June 22, 2024 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.