

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* Sellers Jeanette | | | 2. Issuer Name and Ticker or Trading Symbol NCINO, INC. [NCNO] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP of Accounting | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/11/2021 | | | 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 | | |
| 6770 PARKER FARM DRIVE, SUITE 300 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) WILMINGTON NC 28405 | | | | | | | | |
| (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 | | 2,187 | A | (1) | 3,037 | D | |
| Common Stock | 01/11/2021 | | M | | 5,566 | A | \$2.45 | 8,603 | D | |
| Common Stock | 01/11/2021 | | M | | 9,000 | A | \$4.5 | 17,603 | D | |
| Common Stock | 01/11/2021 | | M | | 6,000 | A | \$4.98 | 23,603 | D | |
| Common Stock | 01/11/2021 | | S | | 16,666 | D | \$71.9876(2) | 6,937 | D | |
| Common Stock | 01/11/2021 | | S | | 3,900 | D | \$73.0477(3) | 3,037 | D | |
| Common Stock | 01/12/2021 | | S(4)(5) | | 1,098 | D | \$70.34 | 1,939 | D | |
| Common Stock | 01/13/2021 | | S | | 1,089 | D | \$71.7 | 850 | 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 |
| Restricted Stock Units | (1) | 01/11/2021 | | M | | 2,187 | (1) | 08/15/2026 | Common Stock | 2,187 | \$0 | 6,563 | D | |
| Stock Option (Right to Buy) | \$2.45 | 01/11/2021 | | M | | 5,566 | (6) | 08/01/2025 | Common Stock | 5,566 | \$0 | 0 | D | |
| Stock Option (Right to Buy) | \$4.5 | 01/11/2021 | | M | | 9,000 | (7) | 08/01/2026 | Common Stock | 9,000 | \$0 | 0 | D | |
| Stock Option (Right to Buy) | \$4.98 | 01/11/2021 | | M | | 6,000 | (8) | 05/01/2027 | Common Stock | 6,000 | \$0 | 3,000 | D | |

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer ("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 vest in four equal annual installments starting on August 1, 2020, subject to the reporting person's continued employment through the applicable vesting date, and 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. These RSUs fully vest upon a change in control of the Issuer.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$71.50 to \$72.49. 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 between \$72.50 to \$73.45, 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).
- These sales were sold to cover tax withholding due upon vesting of RSUs. Such "sales to cover" are mandated by the Issuer's equity incentive plans to satisfy tax withholding obligations and do not represent a discretionary trade by the reporting person.
- The reporting person's sale of Shares reported herein is matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 850 shares, with the reporting person's purchase of 850 Shares at a price of \$31 per Share on July 16, 2020. However, as noted in the Form 4 filed by the reporting person on October 13, the reporting person previously paid the Issuer the full amount of the profit realized in

connection with sales effected on October 13, 2020 at a price of \$72 per share, less transaction costs. Accordingly, in connection with the sales reported herein, the reporting person has paid to the Issuer the additional amount of profit realized, to the extent of 850 shares sold at a price greater than \$72 per share, less transaction costs.

6. This option vested in four equal annual installments starting on August 1, 2016.

7. This option vests in four equal annual installments starting on August 1, 2017, subject to the reporting person's continued employment through the applicable vesting date. This option fully vests and becomes exercisable upon a change in control of the Issuer.

8. This option vests in four equal annual installments starting on May 1, 2018, subject to the reporting person's continued employment through the applicable vesting date. This option fully vests and becomes exercisable upon a change in control of the Issuer.

/s/ Jeanette Sellers

01/13/2021

** 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.