

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>Desmond Sean</u> (Last) (First) (Middle) 6770 PARKER FARM DRIVE SUITE 200 (Street) WILMINGTON NC 28405 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>nCino OpCo, Inc. [NCNO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Customer Success Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/07/2022		D		54,358 ⁽⁸⁾	D	(1)(2)	21,620	D	
Common Stock	01/07/2022		D		21,620	D	(1)(3)	0	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	(5)	01/07/2022		D			25,000	(5)	08/15/2026	Common Stock	25,000	(1)(3)	0	D	
Restricted Stock Units	(6)	01/07/2022		D			40,782	(6)	06/08/2027	Common Stock	40,782	(1)(3)	0	D	
Stock Option (Right to Buy)	\$1.29	01/07/2022		D			44,519	(7)	02/01/2024	Common Stock	44,519	(1)(4)	0	D	
Stock Option (Right to Buy)	\$1.29	01/07/2022		D			17,642	(7)	08/01/2024	Common Stock	17,642	(1)(4)	0	D	
Stock Option (Right to Buy)	\$4.98	01/07/2022		D			256,276	(7)	02/01/2027	Common Stock	256,276	(1)(4)	0	D	

Explanation of Responses:

- Pursuant to the Agreement and Plan of Merger, dated November 16, 2021 (the "Merger Agreement"), by and among the Issuer, Penny HoldCo, Inc., a Delaware corporation and a wholly owned subsidiary of the Issuer ("Parent"), SimpleNexus, LLC, a Utah limited liability company (the "SimpleNexus"), and certain other parties, effective January 7, 2022, among other things: (i) the Issuer merged with a merger sub and survived such merger as a wholly owned subsidiary of Parent (the "nCino Merger"); (ii) certain blocker merger sub entities merged with and into the respective corresponding blocker entity, with each of the respective blocker entities surviving as a wholly owned subsidiary of Parent; (iii) SimpleNexus merged with a separate merger sub and survived such merger as a wholly owned indirect subsidiary of Parent (the mergers contemplated in clauses (i) - (iii) hereof, collectively, the "Mergers"). Upon completion of the Mergers, Parent changed its name to nCino, Inc.
- Pursuant to the Merger Agreement, at the effective time of the nCino Merger (the "Effective Time"), these shares of the Issuer's common stock, par value \$0.0005 per share, ("Shares") converted automatically into an equivalent number of shares of common stock, par value \$0.0005 per share, of Parent ("Parent Shares"). As of January 7, 2022, the closing market price of the Shares was \$50.82.
- Pursuant to the Merger Agreement, at the Effective Time, these restricted stock units ("RSUs") converted automatically into an award of an equivalent number of Parent restricted stock units on substantially the same terms and conditions (including vesting and delivery schedule) as applied to such RSU immediately prior to the Effective Time.
- Pursuant to the Merger Agreement, at the Effective Time, these options converted automatically into an equivalent number of options to purchase Parent Shares on substantially the same terms and conditions (including vesting schedule and per share exercise price) as applied to such options immediately prior to the Effective Time.
- Each RSU represents a contingent right to receive one Share. These RSUs remain from an original grant of 50,000 RSUs that vest in four equal annual installments starting on August 1, 2020, subject to the reporting person's continued employment through the applicable vesting date.
- Each RSU represents a contingent right to receive one Share. These RSUs remain from an original grant of 54,375 RSUs that vest in four equal annual installments starting on June 8, 2021, subject to the reporting person's continued employment through the applicable vesting date.
- This option is currently exercisable.
- Includes 407 Shares acquired under the Issuer's stock purchase plan on December 31, 2021.

/s/ Jeanette Sellers, Attorney-in-fact for Sean Desmond 01/11/2022

** 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.

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