SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

| UNITED STATES SECURITIES AND EXCHANGE COMMISSION |
|--|
| Washington, D.C. 20549 |

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | | | |
| hours per response | : 0.5 | | | | | | | | | |

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

| 1. Name and Address of Reporting Person* <u>Collins Steven A</u> | | | 2. Issuer Name and Ticke <u>nCino, Inc.</u> [NCN | | iymbol | | ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner | | | | |
|---|---------|--------------------------|---|------------------|-------------------------|--|---|----------------------------|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transa 06/20/2024 | ction (Month/I | Day/Year) | | Officer (give title below) | Other (specify below) | | | |
| 6770 PARKER FARM DRIVE, SUITE 200 (Street) | | 4. If Amendment, Date of | Original Filed | (Month/Day/Year) | 6. Indi Line) | ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| WILMINGTON (City) | (State) | 28405 (Zip) | Rule 10b5-1(c) | Transact | on Indicatior | <u> </u> ו | Person | | | | |
| | T2 | ble L - Non-Deriva | satisfy the affirmative d | efense conditio | ns of Rule 10b5-1(c). S | See Instructio | n 10. | n plan that is intended to | | | |
| | 14 | | ative 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. Transa Code (8) | | | | | Securities Beneficially | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------------------------------|---|----------|---------------|-------------------|------------------------------------|---------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150. 4) |
| Common Stock | 06/20/2024 | | A | | 5,874(1) | A | \$ <mark>0</mark> | 66,790 | 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. Transa Code (8) | | 5. Number 6. Date Exercisable and Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 7. Titl Amou Secur Unde Deriv Secur 3 and | int of rities rlying ative rity (Instr. | 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 | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents restricted stock units ("RSUs") that vest in full on the earlier of June 20, 2025 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 vest fully upon a change in control of the Issuer.

Remarks:

/s/ Jeanette Sellers, Attorneyin-fact for Steven A. Collins 06/24/2024

** 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.

BENEFICIAL OV