

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>Glover Joshua L</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, INC. [ NCNO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Revenue Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2021	
	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	06/08/2021		M		20,000	A	\$4.98	128,675	D	
Common Stock	06/08/2021		S <sup>(1)</sup>		20,000	D	\$62.74 <sup>(2)</sup>	108,675	D	
Common Stock	06/08/2021		M		13,593	A	<sup>(4)</sup>	122,268	D	
Common Stock	06/09/2021		S <sup>(5)</sup>		6,184	D	\$62.284	116,084	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		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$4.98	06/08/2021		M		20,000	<sup>(3)</sup>	02/01/2027	Common Stock	20,000	\$0	132,058	D	
Restricted Stock Units	<sup>(4)</sup>	06/08/2021		M		13,593	<sup>(4)</sup>	06/08/2027	Common Stock	13,593	\$0	40,782	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. The shares of common stock of the Issuer ("Share") were sold in multiple transactions at prices ranging from \$62.50 to \$62.87, 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).
- This option vests in four equal annual installments starting on February 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.
- 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 vest in four equal annual installments starting on June 8, 2021, subject to the reporting person's continued employment through the applicable vesting date. These RSUs fully vest upon a change in control of the Issuer.
- 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.

/s/ Jeanette Sellers, Attorney-in-Fact for Joshua L. Glover 06/10/2021

\*\* 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.**