
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

SCHEDULE 14A
(Rule 14a-101)
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12



nCino, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
-



NCINO, INC.
6770 PARKER FARM DRIVE
WILMINGTON, NC 28405

V72344-P28875

Your **Vote** Counts!

NCINO, INC.

2025 Annual Meeting of Stockholders
Vote by June 17, 2025
11:59 PM ET



You invested in NCINO, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting to be held virtually via live webcast. **This is an important notice regarding the availability of proxy materials for the Annual Meeting to be held on June 18, 2025.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the materials by requesting prior to June 4, 2025. If you would like to request a paper copy of the materials for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 18, 2025
10:00 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/NCNO2025

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class II Directors Nominees:	
1a. Sean Desmond	✓ For
1b. Justin Nyweide	✓ For
2. Ratification of the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the fiscal year ending January 31, 2026.	✓ For
3. Approval, on a non-binding, advisory basis, of the compensation paid to the company's named executive officers (or NEOs).	✓ For
4. Amendment to the Company's Certificate of Incorporation to provide for the declassification of the board.	✓ For
5. Stockholder proposal regarding board declassification.	None
NOTE: In their discretion, the proxy holders are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".