

---

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 2)\***

**nCino, Inc.**

---

**(Name of Issuer)**

**Common Stock, \$0.0005 par value**

---

**(Title of Class of Securities)**

---

**(CUSIP Number)**

**HMI Capital Management, L.P.**  
**555 California Street, Suite 4900,**  
**San Francisco, CA, 94104**  
**(415) 391-9500**

---

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**06/26/2026**

---

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

**SCHEDULE 13D**

**CUSIP No.**

Name of reporting person

1

HMI Capital Partners, L.P.

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With:

0.00

Shared Voting Power

8

4,990,713.00

Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

4,990,713.00

Aggregate amount beneficially owned by each reporting person

11 4,990,713.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 4.6 %

Type of Reporting Person (See Instructions)

14 PN

## SCHEDULE 13D

### CUSIP No.

Name of reporting person

1 HMI Capital Management, L.P.

Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	4,990,713.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	4,990,713.00
	Aggregate amount beneficially owned by each reporting person
11	4,990,713.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	4.6 %
	Type of Reporting Person (See Instructions)
14	IA

## SCHEDULE 13D

### CUSIP No.

	Name of reporting person
1	HMI Capital Fund GP, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
	Shared Voting Power
Number of	8
Shares	4,990,713.00
Beneficially	Sole Dispositive Power
Owned by	9
Each	0.00
Reporting	Shared Dispositive Power
Person	10
With:	4,990,713.00
11	Aggregate amount beneficially owned by each reporting person

4,990,713.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

4.6 %

Type of Reporting Person (See Instructions)

14

HC

### SCHEDULE 13D

#### CUSIP No.

Name of reporting person

1

Members GP, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares

Shared Voting Power

Beneficially Owned by

8 4,990,713.00

Each Reporting Person

Sole Dispositive Power

9

0.00

With:

Shared Dispositive Power

10

4,990,713.00

Aggregate amount beneficially owned by each reporting person

11

4,990,713.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

4.6 %

Type of Reporting Person (See Instructions)

14

HC

# SCHEDULE 13D

## CUSIP No.

1 Name of reporting person  
Marco W. Hellman  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
UNITED STATES

7 Sole Voting Power  
0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
4,990,713.00

9 Sole Dispositive Power  
0.00

10 Shared Dispositive Power  
4,990,713.00

11 Aggregate amount beneficially owned by each reporting person  
4,990,713.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
4.6 %

14 Type of Reporting Person (See Instructions)  
IN

# SCHEDULE 13D

Item 1. Security and Issuer  
Title of Class of Securities:

(a) Common Stock, \$0.0005 par value  
Name of Issuer:

(b) nCino, Inc.  
Address of Issuer's Principal Executive Offices:

(c) 6770 PARKER FARM DRIVE, WILMINGTON, NORTH CAROLINA , 28405.

**Item 1** This Amendment No. 2 ("Amendment No. 2") amends the statement on Schedule 13D filed with the Securities and Exchange Commission on October 21, 2024 (the "Original Schedule 13D", and the Original Schedule 13D as amended, the "Schedule 13D"), with respect to the shares of common stock, \$0.0005 par value (the "Common Stock"), of nCino, Inc., a Delaware corporation (the "Issuer"). This Amendment No. 2 amends Items 5(a)-(c) and (e) and Item 6 as set forth below. Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

(a) Item 5(a) is hereby amended and restated in its entirety as follows: The percentages used in this Schedule 13D are calculated based upon 109,552,950 shares of Common Stock outstanding as of May 22, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed by the Issuer with the SEC on May 27, 2026.

(b) Item 5(b) is hereby amended and restated in its entirety as follows: See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition. HMI is an investment adviser registered under the Investment Advisers Act of 1940. HMI serves as the investment adviser to the Fund and may be deemed the beneficial owner of all shares of Common Stock held by the Fund. Fund GP, which serves as the general partner to the Fund, may be deemed the beneficial owner of all shares of Common Stock held by the Fund. Members GP, which serves as the general partner of HMI, may be deemed the beneficial owner of all shares of Common Stock held by the Fund. Mr. Hellman has the power to exercise investment and voting discretion, and may be deemed the beneficial owner, of all shares of Common Stock held by the Fund. Pursuant to Rule 13d-4 under the Act, as amended, each of the Fund, HMI, Fund GP, Members GP and Mr. Hellman expressly disclaim beneficial ownership over any of the securities reported in this Schedule 13D. The filing of this Schedule 13D shall not be construed as an admission that any of the Fund, HMI, Fund GP, Members GP, or Mr. Hellman are the beneficial owners of any of the securities reported herein.

(c) Item 5(c) is hereby amended and restated in its entirety as follows: All transactions in the shares of Common Stock effected by the Reporting Persons during the past sixty (60) days, which were all in the open market, are set forth in Annex A, and are incorporated herein by reference.

(e) June 26, 2026.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 is hereby amended and supplemented by the addition of the following: A portion of the shares of Common Stock reported herein represents equity-based compensation granted to Mr. Nyweide for his service on the Board, which is held for the benefit of the Fund pursuant to an arrangement with HMI. Pursuant to such arrangement, up to an additional 17,021 shares of Common Stock underlying restricted stock units that remain subject to vesting may be held for the benefit of the Fund upon vesting.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HMI Capital Partners, L.P.

Signature: /s/ Lusine Moshkounian  
Name/Title: Lusine Moshkounian, Attorney-in-Fact  
Date: 06/30/2026

HMI Capital Management, L.P.

Signature: /s/ Lusine Moshkounian  
Name/Title: Lusine Moshkounian, Attorney-in-Fact  
Date: 06/30/2026

HMI Capital Fund GP, LLC

Signature: /s/ Lusine Moshkounian  
Name/Title: Lusine Moshkounian, Attorney-in-Fact  
Date: 06/30/2026

Members GP, LLC

Signature: /s/ Lusine Moshkounian  
Name/Title: Lusine Moshkounian, Attorney-in-Fact  
Date: 06/30/2026

Marco W. Hellman

Signature: /s/ Lusine Moshkounian  
Name/Title: Lusine Moshkounian, Attorney-in-Fact

Date: 06/30/2026

**TRANSACTIONS IN THE COMMON STOCK BY THE REPORTING PERSONS**

The following table sets forth all transactions in the shares of Common Stock during the past sixty (60) days by the Reporting Persons. Unless otherwise noted, all such transactions were effected in the open market through brokers and the price per share includes commissions. The shares of Common Stock were purchased or sold in multiple transactions at prices indicated in the column Price Per Share (\$). Where a price range is provided in the column Price Range (\$), the price reported in that row's Price Per Share (\$) column is a weighted average price. The shares of Common Stock were purchased or sold in multiple transactions at prices between the price ranges indicated in the Price Range (\$) column. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of shares of Common Stock purchased or sold at each separate price.

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price per Share (\$)</u>	<u>Price Range (\$)</u>
06/24/2026	(100,000)	\$14.75	\$14.67 – \$14.88
06/26/2026	(785,000)	\$15.44	\$15.10 – \$15.72