

**Report of Organizational Actions
 Affecting Basis of Securities**

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name nCino, Inc.		2 Issuer's employer identification number (EIN) 46-4353148	
3 Name of contact for additional information Jeanette Sellers	4 Telephone No. of contact 910-212-4705	5 Email address of contact Jeanette.Sellers@nCino.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2605 Iron Gate Drive		7 City, town, or post office, state, and Zip code of contact Wilmington, NC 28412	
8 Date of action 4/15/15	9 Classification and description 2-for-1 stock split of common stock		
10 CUSIP number N/A	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On April 15, 2015, nCino, Inc. (the "Company") effected a 2-for-1 stock split of its issued and outstanding shares of common stock. Effective on that date, 1 additional share of Company common stock was issued for each share of Company common stock owned of record as of such date.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **A shareholder's tax basis in each share of Company common stock following the stock split on April 15, 2015 is one-half (50%) of the pre-split tax basis of the originally owned share of common stock with respect to which the additional share of common stock was issued. As a result, the number of shares held by each shareholder doubled and each shareholder's total basis and proportionate interest in the company remained the same.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

4/14/15 Pre-split price per share = \$4.90
4/14/15 Pre-split par value = \$0.001
4/14/15 Pre-split number of outstanding shares = 30,166,089

4/15/15 Post-split price per share = \$2.45
4/15/15 Post-split par value = \$0.0005
4/15/15 Post-split number of outstanding shares = 60,332,178

The 2-for-1 stock split doubles the number of shares of common stock each shareholder of record owned and reduced the tax basis in each share by one-half (50%).

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code sections 305(a) and 307(a). Under Internal Revenue Code section 305(a), the issuance of an additional share of Company common stock is not taxable to shareholders. Under Internal Revenue Code section 307(a), each shareholder's basis in his, her or its original share of Company common stock must be allocated between the old share and the new share that was issued in the stock split.

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2015. The adjustment to basis would be taken into account in the tax year of the shareholder during which the stock split occurred (e.g., 2015 for calendar year taxpayers).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Janette Sellers* Date ▶ 5/7/15
 Print your name ▶ Janette Sellers Title ▶ Controller

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Adam Snyder	<u><i>Adam Snyder</i></u>	<u>5/5/15</u>		P01690605
	Firm's name ▶ Wyrick Robbins Yates & Ponton LLP	Firm's EIN ▶	56-1400994	Phone no.	919.791.4000
	Firm's address ▶ 4101 Lake Boone Trail, Suite 300, Raleigh, NC 27607				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054