

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Price Trisha</u>			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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Product Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/08/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person		
6770 PARKER FARM DRIVE, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WILMINGTON NC 28405</u>								
(City) (State) (Zip)								

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/12/2020		M		81,632	A	\$2.45	92,743	D	
Common Stock	10/13/2020		M		43,368	A	\$2.45	136,111	D	
Common Stock	10/13/2020		M		22,857	A	\$4.5	158,968	D	
Common Stock	10/13/2020		S		66,225	D	\$72	92,743	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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	06/08/2020		A <sup>(2)</sup>		54,375		(1)	06/08/2027	Common Stock	54,375	\$0	54,375	D	
Stock Option (Right to Buy)	\$2.45	10/12/2020		M			81,632	(3)	05/01/2026	Common Stock	81,632	\$0	0	D	
Stock Option (Right to Buy)	\$2.45	10/13/2020		M			43,368	(3)	05/01/2026	Common Stock	43,368	\$0	0	D	
Stock Option (Right to Buy)	\$4.5	10/13/2020		M			22,857	(4)	10/01/2026	Common Stock	22,857	\$0	77,143	D	

**Explanation of Responses:**

- Each RSU represents a contingent right to receive one share of common stock of the Issuer ("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, and provided that no RSUs can be settled until after the expiration of the lock-up period established in connection with the Issuer's initial public offering. These RSUs fully vest upon a change in control of the Issuer.
- This transaction occurred prior to the Issuer's initial public offering and is being reported on Form 4 solely for purposes of compliance with Rule 16a-2(a) under the Securities Exchange Act of 1934, as amended. The securities covered by such transaction were previously included on the Reporting Person's Form 3.
- This option vested in four equal annual installments starting on May 1, 2017.
- This option vests in four equal annual installments starting on October 1, 2017, 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.

/s/ Jeanette Sellers as Attorney-in-Fact for Trisha Price 10/13/2020

\*\* 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.