FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

								·			- · · ·		1					() ,		
1. Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol NCINO, INC. [NCNO]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
HORING JEFF										_				1	X Directo	r	X	10% C	wner	
					- ├									Officer (gi			title		specify	
(Last)	(F	First)	e)		3. Date of Earliest Transaction (Month/Day/Year)									below)			below)			
C/O INS	106	06/08/2021																		
1114 AVENUE OF THE AMERICAS, 36TH																				
FLOOR					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
					-									Line	,	iled h	y One Rep	orting Pers	nn	
(Street)	onz.	***	40000	,										-				-	I	
NEW YORK NY 10036															Form filed by More than One Reporting Person					
(City)	y) (State) (Zip)																			
		Tab	le I -	Non-Deri	vativ	e Sec	urit	ies A	cquir	ed, C	Disposed o	of, or E	Benefic	ciall	ly Owned	l				
Di			2. Transacti Date (Month/Day		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)			Beneficially Owned Following		ing	6. Ownersh Form: Direc (D) or Indire (I) (Instr. 4)	t Indire	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code	v	Amount	(A) or (D)	Price	Tr	Reported Transaction(s) (Instr. 3 and 4)					
Common	Stock			06/08/20	021				M		7,500	A	(1)		43,647		D)		
Common	Stock		31,210,896 I						See footr	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾										
Common	Stock														19,104		I See footnote ⁽⁵⁾			
		7	able								sposed of				Owned					
				(e.g.,	puts,	calls	, wa	rrant	s, opt	tions	s, converti	ble se	curitie	es)						
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. Transa Code 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expira	e Exer ation C h/Day/	Year) Securities Underlying Derivative Secur (Instr. 3 and 4)			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	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amor or Numl of Share	ber						
Restricted Stock Units	(1)	06/08/2021			М			7,500	(1)	06/08/2027	Commo		00	\$0		0	D		

Explanation of Responses:

- 1. See Exhibit 99.1
- 2. See Exhibit 99.1
- 3. See Exhibit 99.1
- 4. See Exhibit 99.1
- 5. See Exhibit 99.1

Remarks:

Exhibit List ----- Exhibit 99.1 - Explanation of Responses

/s/ Jeffrey Horing

06/10/2021

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $^{^{\}star}$ 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).

EXPLANATION OF RESPONSES

- (1) On June 8, 2021, the reporting person was granted 7,500 RSUs, which vested in full upon the effectiveness of the Securities Act registration statement for the shares of common stock of the issuer, provided that none of such RSUs could be settled until after the expiration of the lock-up period established in connection with the issuer's initial public offering. Each Restricted Stock Unit ("RSU") converts into one share of common stock of the issuer (each, a "Share").
- (2) The reporting person is a member of the board of managers of Insight Holdings Group, LLC ("Holdings"). Holdings is the sole shareholder of Insight Venture Associates IX, Ltd. ("IVA IX Ltd"), which in turn is the general partner of Insight Venture Associates IX, L.P. ("IVA IX LP"), which in turn is the general partner of each of Insight Venture Partners IX, L.P., Insight Venture Partners (Cayman) IX, L.P., Insight Venture Partners (Delaware) IX, L.P. and Insight Venture Partners IX (Co-Investors), L.P. (collectively, "Fund IX").
- (3) Holdings is also the sole shareholder of Insight Venture Associates Growth-Buyout Coinvestment, Ltd. ("IVA GBCF Ltd"), which in turn is the general partner of Insight Venture Associates Growth-Buyout Coinvestment, L.P. ("IVA GBCF LP"), which in turn is the general partner of each of Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P., Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P., Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. and Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. (collectively, "GBCF").
- (4) All Shares indicated as indirectly owned by the reporting person are included herein because the reporting person is a member of the board of managers of Holdings, Holdings is the sole shareholder of each of IVA IX Ltd and IVA GBCF Ltd, IVA IX Ltd is the general partner of IVA IX LP, IVA GBCF Ltd is the general partner of IVA GBCF LP, and in turn, IVA IX LP is the general partner of Fund IX and IVA GBCF LP is the general partner of GBCF, and the reporting person therefore may be deemed to share voting and dispositive power over such shares. The reporting person disclaims beneficial ownership of all Shares held of record by each of Fund IX and GBCF, except to the extent of his pecuniary interest therein.
- (5) The reporting person controls JPH DE Trust Holdings LLC and JPH Private Investments LLC. By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, the reporting person may be deemed to be the beneficial owner of the securities owned by JPH DE Trust Holdings LLC and JPH Private Investments LLC.