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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

nCino, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

46-4353148

(I.R.S. Employer
Identification Number)

**6770 Parker Farm Drive
Wilmington, North Carolina**

(Address of Principal Executive Offices)

28405

(Zip Code)

**nCino, Inc. 2019 Amended and Restated Equity Incentive Plan
nCino, Inc. Employee Stock Purchase Plan**
(Full Title of the Plans)

**Pierre Naudé
President and Chief Executive Officer
nCino, Inc.
6770 Parker Farm Drive
Wilmington, North Carolina 28405
(888) 676-2466**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, par value \$0.0005 per share ("Common Stock")				
– Reserved for future issuance under the 2019 Equity Incentive Plan as amended and restated ("2019 Plan")	4,682,187 ⁽³⁾	\$62.44	\$292,355,756.28	\$31,896.02
– Reserved for future issuance under the Employee Stock Purchase Plan ("ESPP")	936,437 ⁽⁴⁾	\$62.44	\$58,471,126.28	\$6,379.20
Total	5,618,624	—	\$350,826,882.56	\$38,275.22

- (1) nCino, Inc., a Delaware corporation (the "Registrant"), is registering an aggregate of 4,682,187 shares of Common Stock that may be issued under the 2019 Plan and 936,437 shares of Common Stock that may be issued under the ESPP. Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of securities as may become issuable pursuant to the provisions of the plans relating to adjustments for changes resulting from a stock dividend, stock split or similar change.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and based on the average of the high and low sale prices of the Common Stock, as quoted on The Nasdaq Global Select Market, on March 30, 2021.
- (3) The number of shares of Common Stock available for issuance under the 2019 Plan is subject to an automatic annual increase on the first day each fiscal year, beginning with the fiscal year ending January 31, 2022, and continuing until (and including) the fiscal year ending January 31, 2031, with such annual increase equal to the lesser of (i) 5% of the number of shares of Common Stock issued and outstanding on January 31 of the immediately preceding fiscal year and (ii) an amount determined by the Board. Accordingly, the number of shares of Common Stock available for issuance under the 2019 Plan was automatically increased by 4,682,187 shares, effective February 1, 2021, which is equal to 5% of the total number of shares of Common Stock outstanding as of January 31, 2021.
- (4) The number of shares of Common Stock available for issuance under the ESPP is subject to an automatic annual increase on the first day of each fiscal year, beginning with the fiscal year ending January 31, 2022, and continuing until (and including) the fiscal year ending January 31, 2031, with such annual increase equal to the lesser of (i) 1,800,000 Shares, (ii) 1% of the number of Shares issued and outstanding on January 31 of the immediately preceding fiscal year, and (iii) an amount determined by the Board. Accordingly, the number of shares of Common Stock available for issuance under the ESPP was automatically increased by 936,437 shares effective February 1, 2021, which is equal to 1% of the total number of shares of Common Stock outstanding as of January 31, 2021.

EXPLANATORY NOTE

This Registration Statement is being filed by nCino, Inc. (the “Registrant”) for the purpose of registering an additional 5,618,624 shares of Common Stock that were reserved, in the aggregate, for issuance under the 2019 Plan and the ESPP, with 4,682,187 shares of Common Stock reserved under the 2019 Plan and 936,437 shares of Common Stock reserved under the ESPP. The Registrant previously filed with the Securities and Exchange Commission (the “Commission”) on July 17, 2020 a registration statement on Form S-8 (SEC File No. 333-239907) (the “Prior Registration Statement”) registering shares of Common Stock issuable under the 2019 Plan and the ESPP. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). Documents containing the information required by Part I of the Registration Statement will be sent or given to plan participants as specified by Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended January 31, 2021, filed with the Commission on March 31, 2021;
- (2) The Registrant’s Current Report on [Form 8-K](#), filed with the Commission on February 24, 2021; and
- (3) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#), filed with the Commission on July 10, 2020, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”). Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, that the Registrant has furnished, or may from time to time furnish, to the Commission is, or will be, incorporated by reference into, or otherwise included in, this Registration Statement.

ITEM 8. EXHIBITS

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation of nCino, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1 (No. 333-239335), filed with the Commission on July 6, 2020).</u>
4.2	<u>Amended and Restated Bylaws of nCino, Inc. (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1 (No. 333-239335), filed with the Commission on July 6, 2020).</u>
4.3	<u>nCino, Inc. 2019 Amended and Restated Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (No. 333-239335), filed with the Commission on July 6, 2020).</u>
4.4	<u>nCino, Inc. Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (No. 333-239335), filed with the Commission on July 6, 2020).</u>
5.1*	<u>Opinion of Sidley Austin LLP with respect to validity of issuance of securities.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Sidley Austin LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page of the Registration Statement).</u>

* Each document marked with an asterisk is filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wilmington, North Carolina, on the 31st of March, 2021.

nCino, Inc.
By: /s/ Pierre Naudé
Pierre Naudé
President and Chief Executive Officer (Principal Executive Officer)

POWER OF ATTORNEY AND SIGNATURES

Each of the undersigned officers and directors of nCino, Inc. does hereby severally constitute and appoint Pierre Naudé, David Rudow and Greg Orenstein, and each of them acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Pierre Naudé</u> Pierre Naudé	President and Chief Executive Officer; Director (<i>principal executive officer</i>)	March 31, 2021
<u>/s/ David Rudow</u> David Rudow	Chief Financial Officer and Treasurer (<i>principal financial officer</i>)	March 31, 2021
<u>/s/ Jeanette Sellers</u> Jeanette Sellers	Vice President of Accounting (<i>principal accounting officer</i>)	March 31, 2021
<u>/s/ Steven Collins</u> Steven Collins	Director	March 31, 2021
<u>/s/ Jon Doyle</u> Jon Doyle	Director	March 31, 2021
<u>/s/ Jeffrey Horing</u> Jeffrey Horing	Director	March 31, 2021
<u>/s/ Pam Kilday</u> Pam Kilday	Director	March 31, 2021
<u>/s/ Spencer Lake</u> Spencer Lake	Director	March 31, 2021
<u>/s/ Jeffrey Lunsford</u> Jeffrey Lunsford	Director	March 31, 2021
<u>/s/ William Ruh</u> William Ruh	Director	March 31, 2021

SIDLEY

AMERICA ASIA PACIFIC EUROPE

March 31, 2021

nCino, Inc.
6770 Parker Farm Drive
Wilmington, North Carolina 28405

Re: 5,618,624 Shares of Common Stock, \$0.0005 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by nCino, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of (i) 4,682,187 shares of Common Stock, \$0.0005 par value per share (the "Common Stock"), of the Company which may be issued under the nCino, Inc. 2019 Amended and Restated Equity Incentive Plan (the "2019 Plan") and (ii) 936,437 shares of Common Stock which may be issued under the nCino, Inc. Employee Stock Purchase Plan (together with the 2019 Plan, the "Plans" and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws, the Plans, and the resolutions adopted by the board of directors and stockholders of the Company relating to the Registration Statement and the Plans. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to each Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the applicable Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against

payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) all in accordance with the applicable Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

Sidley Austin LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-XXXXXX) pertaining to the nCino, Inc. 2019 Amended and Restated Equity Incentive Plan and the nCino, Inc. Employee Stock Purchase Plan of our report dated March 31, 2021, with respect to the consolidated financial statements and schedule of nCino, Inc. included in its Annual Report (Form 10-K) for the year ended January 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Raleigh, North Carolina
March 31, 2021