

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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. Name and Address of Reporting Person* <u>Insight Holdings Group, LLC</u> (Last) (First) (Middle) C/O INSIGHT PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>nCino, Inc. [NCNO]</u> 3. Date of Earliest Transaction (Month/Day/Year) 04/09/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/09/2024		j(1)(2)(3)		535,653	D	\$0(1)(2)(3)	3,108,233	I	See footnote ⁽⁴⁾
Common Stock	04/09/2024		j(1)(2)(3)		430,634	D	\$0(1)(2)(3)	2,498,839	I	See footnote ⁽⁵⁾
Common Stock	04/09/2024		j(1)(2)(3)		395,970	D	\$0(1)(2)(3)	2,297,690	I	See footnote ⁽⁶⁾
Common Stock	04/09/2024		j(1)(2)(3)		487,347	D	\$0(1)(2)(3)	2,827,926	I	See footnote ⁽⁷⁾

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 Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Insight Holdings Group, LLC

 (Last) (First) (Middle)
 C/O INSIGHT PARTNERS
 1114 AVENUE OF THE AMERICAS, 36TH FLOOR

 (Street)
 NEW YORK NY 10036

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Insight Venture Associates Growth-Buyout Coinvestment Ltd.

 (Last) (First) (Middle)
 C/O INSIGHT PARTNERS
 1114 AVENUE OF THE AMERICAS 36 FLOOR

 (Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Associates Growth-Buyout Coinvestment, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT PARTNERS
1114 AVENUE OF THE AMERICAS 36 FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners Growth-Buyout Coinvestment Fund \(B\), L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners Growth-Buyout Coinvestment Fund \(Cayman\), L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners Growth-Buyout Coinvestment Fund \(Delaware\), L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P.](#)

(Last) (First) (Middle)

C/O INSIGHT PARTNERS
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

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
- 6. See Exhibit 99.1
- 7. See Exhibit 99.1

Remarks:

This Form 4 is the third of three Forms 4 filed relating to the same event. The Form 4 has been split into three filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons. Each Form 4 is filed by Designated Filer, Insight Holdings Group, LLC. Jeffrey Horing, a member of the board of managers of Insight Holdings Group, LLC, serves on the Board of Directors of the Issuer (the "Board"). Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Reporting Persons may be deemed to be a "director by deputization" of the Issuer as a result of the service of Mr. Horing on the Board. Exhibit List Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Signatures Exhibit 99.3 - Joint Filer Information

[Insight Holdings Group, LLC,](#)
[by Andrew Prodomos, its](#) [04/11/2024](#)
[Authorized Signatory](#)
[/s/Andrew Prodomos](#)

** 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.

EXHIBIT 99.1

EXPLANATION OF RESPONSES

- (1) On April 9, 2024, 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, the “Insight Coinvestment Funds”) distributed an aggregate of 1,849,604 shares of common stock of nCino, Inc. (the “Issuer”), par value \$0.0005 per share (the “Shares”) to their partners on a pro rata basis in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreements of such entities (the “Insight Coinvestment Funds Distribution”). The respective partners of the Insight Coinvestment Funds did not furnish any consideration in exchange for shares received in connection with the Insight Coinvestment Funds Distribution.
- (2) In connection with the Insight Coinvestment Funds Distribution, Insight Venture Associates Growth-Buyout Coinvestment, L.P. (“IVA Coinvestment”), the general partner of each of the Insight Coinvestment Funds, acquired direct ownership of 195,550 Shares, Insight Venture Partners Growth-Buyout Coinvestment Fund (Class A), L.P. (“IVP Coinvestment Class A”), an entity controlled by Insight Holdings Group, LLC (“Holdings”), acquired direct ownership of 61,741 Shares, and NV Secondary L.P. (“NV Secondary”), an entity controlled by Holdings, acquired direct ownership of 5,927 Shares. The respective partners of the Insight Coinvestment Funds, including IVA Coinvestment, IVP Coinvestment Class A and NV Secondary, did not furnish any consideration in exchange for the Shares received in connection with the Insight Coinvestment Funds Distribution.
- (3) On April 9, 2024, IVA Coinvestment distributed 218,211 Shares pro rata to its partners (including 19,555 Shares to IVP (Rome), L.P. (“IVP Rome”), an entity controlled by Holdings, which further distributed such Shares pro rata to its partners), IVP Coinvestment Class A distributed 61,741 Shares pro rata to its partners (including 22,661 Shares to IVA Coinvestment, which further distributed such Shares pro rata to its partners as described herein) and NV Secondary distributed 5,927 Shares pro rata to its partners, in each case, in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreements of such entities. The respective partners of IVA Coinvestment, IVP Coinvestment Class A, NV Secondary and IVP Rome did not furnish any consideration in exchange for the Shares received in connection with such distribution.
- (4) Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P.
- (5) Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P.
- (6) Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P.
- (7) Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P.

EXHIBIT 99.2
JOINT FILERS' SIGNATURES

INSIGHT HOLDINGS GROUP, LLC

By: /s/Andrew Date: 4/11/24
Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

INSIGHT VENTURE ASSOCIATES GROWTH-BUYOUT COINVESTMENT, LTD.

By: /s/Andrew Date: 4/11/24
Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

INSIGHT VENTURE ASSOCIATES GROWTH-BUYOUT COINVESTMENT, L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/Andrew Date: 4/11/24
Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND, L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/Andrew Date: 4/11/24
Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND (CAYMAN), L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/Andrew Date: 4/11/24
Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND (DELAWARE), L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/Andrew Date: 4/11/24
Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND (B), L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/Andrew Date: 4/11/24
Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

EXHIBIT 99.3
JOINT FILER INFORMATION

1,411,494 shares of common stock are held of record by Insight SN Holdings, LLC (“IVP X HoldCo 1”), 1,589,199 shares of common stock are held of record by Insight SN Holdings 2, LLC (“IVP X Holdco 2”), 2,403,417 shares of common stock are held of record by Insight Venture Partners (Cayman) X, L.P. (“IVP Cayman X”) and 464,918 shares of common stock are held of record by Insight Venture Partners (Delaware) X, L.P. (“IVP Delaware X” and, together with IVP X Holdco 1, IVP X Holdco 2 and IVP Cayman X, the “IVP X Entities”).

The amount listed as owned by each IVP X Entity may be deemed to be attributable to each of the other IVP X Entities, Insight Venture Partners X, L.P. (“IVP X”), Insight Venture Partners X (Co-Investors), L.P. (“IVP Co-Investors X”), Insight Venture Associates X, L.P. (“IVA X”), Insight Venture Associates X, Ltd. (“IVA X Ltd”) and Insight Holdings Group, LLC (“Holdings”), because Holdings is the sole shareholder of IVA X Ltd, which in turn is the general partner of IVA X, which in turn is the general partner of each of IVP X, IVP Cayman X, IVP Delaware X and IVP Co-Investors X, and IVP X and IVP Co-Investors X in turn are the sole members of each of IVP X HoldCo 1 and IVP X HoldCo 2.

7,648,418 shares of common stock are held of record by Insight Venture Partners IX, L.P. (“IVP IX”), 3,800,314 shares of common stock are held of record by Insight Venture Partners (Cayman) IX, L.P. (“IVP Cayman IX”), 810,349 shares of common stock are held of record by Insight Venture Partners (Delaware) IX, L.P. (“IVP Delaware IX”) and 152,670 shares of common stock are held of record by Insight Venture Partners IX (Co-Investors), L.P. (“IVP Co-Investors IX” and, together with IVP IX, IVP Cayman IX and IVP Delaware IX, the “IVP IX Funds”).

The amount listed as owned by each IVP IX Fund may be deemed to be attributable to each of the other IVP IX Funds, Insight Venture Associates IX, L.P. (“IVA IX”), Insight Venture Associates IX, Ltd. (“IVA IX Ltd”) and Holdings, because Holdings is the sole shareholder of IVA IX Ltd, which in turn is the general partner of IVA IX, which in turn is the general partner of each of the IVP IX Funds.

3,108,233 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P. (“IVP Coinvestment”), 2,498,839 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P. (“IVP Coinvestment Cayman”), 2,297,690 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. (“IVP Coinvestment Delaware”) and 2,827,926 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. (“IVP Coinvestment (B)”) and, together with IVP Coinvestment, IVP Coinvestment Cayman and IVP Coinvestment Delaware, the “IVP Coinvestment Funds” and, IVP Coinvestment Funds together with the IVP X Entities and the IVP IX Funds, the “Funds”).

The amount listed as owned by each IVP Coinvestment Fund may be deemed to be attributable to each of the other IVP Coinvestment Funds, Insight Venture Associates Growth-Buyout Coinvestment, L.P. (“IVA Coinvestment”), Insight Venture Associates Growth-Buyout Coinvestment, Ltd. (“IVA Coinvestment Ltd”) and Holdings, because Holdings is the sole shareholder of IVA Coinvestment Ltd, which in turn is the general partner of IVA Coinvestment, which in turn is the general partner of each of the IVP Coinvestment Funds.

Each of Jeffrey Horing, Deven Parekh, Jeffrey Lieberman and Michael Triplett is a member of the board of managers of Holdings and may be deemed to have shared voting and dispositive power over the shares held of record by the Funds. The foregoing is not an admission by IVA IX, IVA IX Ltd, IVA Coinvestment, IVA Coinvestment Ltd, IVA X, IVA X Ltd or Holdings that it is the beneficial owner of the shares held of record by the Funds. Each of Messrs. Horing, Parekh, Lieberman and Triplett disclaims beneficial ownership of the shares held by the Funds, except to the extent of his pecuniary interest therein, if any.

The address of each of the entities and persons identified in this Exhibit 99.3 is c/o Insight Partners, 1114 Avenue of the Americas, 36th Floor, New York, New York 10036.