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

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 9, 2020

nCino, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of

incorporation or organization)

001-39380 (Commission file number) 46-4353148

(I.R.S. Employer Identification Number)

6770 Parker Farm Drive Wilmington, North Carolina 28405 (888) 676-2466

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0005 per share	NCNO	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \boxtimes

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 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On December 9, 2020, nCino, Inc. issued a press release announcing its financial results for its third quarter ended October 31, 2020. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K and the accompanying Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	Description
99.1	Press release of nCino, Inc. dated December 9, 2020 (furnished and not filed).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 9, 2020

nCino, Inc.

By: /s/ David Rudow

David Rudow Chief Financial Officer



nCino Reports Third Quarter Fiscal 2021 Financial Results

WILMINGTON, NC – December 9, 2020 – nCino, Inc. (NASDAQ: NCNO), a pioneer in cloud banking and digital transformation solutions for the global financial services industry, today announced financial results for the third quarter of fiscal year 2021, ended October 31, 2020.

"We are very pleased with nCino's third quarter performance as we again exceeded expectations while successfully rolling out numerous product updates across the nCino Bank Operating System®," said Pierre Naudé, CEO of nCino. "We continue to see strong global demand for our platform from financial institutions of all sizes, with several significant deal signings in the third quarter, along with numerous go-lives in the U.S. and international markets. With the pandemic further accelerating the demand for digital transformation of financial institutions, our pipeline continues to grow and we are raising our full year guidance. We are excited about the increasing adoption of our cloud-based software across the global financial services industry to meet this demand."

Financial Highlights

- **Revenues:** Total revenues for the third quarter were \$54.2 million, a 43% increase from \$37.9 million in the third quarter of fiscal 2020. Subscription revenues for the third quarter were \$43.3 million, up from \$27.7 million one year ago, an increase of 56% year- over- year.
- Loss from Operations: GAAP loss from operations was (\$8.8) million compared to (\$6.7) million in the third quarter of fiscal 2020. Non-GAAP operating loss was (\$2.7) million compared to (\$4.9) million in the third quarter of fiscal 2020.
- Net Loss Attributable to nCino: GAAP net loss attributable to nCino was (\$9.1) million compared to (\$6.0) million in the third quarter of fiscal 2020. Non-GAAP net loss attributable to nCino was (\$3.0) million compared to (\$4.2) million in the third quarter of fiscal 2020.
- Net Loss Attributable to nCino per Share: GAAP net loss attributable to nCino was (\$0.10) per share compared to (\$0.08) per share in the third quarter of fiscal 2020. Non-GAAP net loss attributable to nCino was (\$0.03) per share compared to (\$0.05) per share in the third quarter of fiscal 2020.
- Cash: Cash and cash equivalents were \$378.6 million as of October 31, 2020.

Business Highlights

- Signed the \$398 billion U.K. subsidiary of a global bank and a challenger bank in APAC for our nCino IQ, or nIQ, Automated Spreading solution.
- Added an over \$50 billion bank in the U.S. for our Online Lending solution to improve their client experience.
- Signed a new customer in the agricultural lending space, a niche market in the U.S. with \$365 billion in assets, and announced that another agricultural lender, Texas Farm Credit (TFC), went live on our Commercial Banking, Customer Portal and Online Application solutions.
- Took a top ten Canadian credit union and a top-six Canadian bank live on our Commercial Banking solution.
- Sold additional seats to 15 U.S. financial institutions to manage the Forgiveness portion of the Paycheck Protection Program (PPP).
- Launched the Fall 2020 product release with updates and enhancements across the nCino Bank Operating System, including the integration of nIQ.

Financial Outlook

nCino is providing guidance for its fiscal fourth quarter ending January 31, 2021 as follows:

- Total revenues between \$53 million and \$53.5 million.
- Non-GAAP operating loss between (\$8.0) million and (\$8.5) million.
- Non-GAAP net loss attributable to nCino per share of (\$0.08) to (\$0.09).

nCino is providing guidance for its fiscal year 2021 ending January 31, 2021 as follows:

- Total revenues between \$200.7 million and \$201.2 million.
- Non-GAAP operating loss between (\$14.7) million and (\$15.2) million.
- Non-GAAP net loss attributable to nCino per share of (\$0.16) to (\$0.17).

Conference Call

nCino will host a conference call at 4:30 p.m. ET today to discuss its financial results and outlook with the investment community. The conference call will be available via live webcast and replay at the Investor Relations section of nCino's website: <u>https://investor.ncino.com/news-events/events-and-presentations</u>.

About nCino

nCino (NASDAQ: NCNO) is the worldwide leader in cloud banking. The nCino Bank Operating System® empowers financial institutions with scalable technology to help them achieve revenue growth, greater efficiency, cost savings and regulatory compliance. In a digital-first world, nCino's single digital platform enhances the employee and client experience to enable financial institutions to more effectively onboard new clients, make loans and manage the entire loan life cycle, and open deposit and other accounts across lines of business and channels. Transforming how financial institutions operate through innovation, reputation and speed, nCino works with more than 1,200 financial institutions globally, whose assets range in size from \$30 million to more than \$2 trillion. For more information, visit: www.ncino.com.

Forward-Looking Statements

This press release contains forward-looking statements about nCino's financial and operating results, which include statements regarding nCino's future performance, outlook, and guidance, the assumptions underlying those statements, the benefits from the use of nCino's solutions, our strategies, and general business conditions. Forward-looking statements generally include actions, events, results, strategies and expectations and are often identifiable by use of the words "believes," "expects," "intends," "anticipates," "plans," "seeks," "estimates," "projects," "may," "will," "could," "might," or "continues" or similar expressions and the negatives thereof. Any forward-looking statements contained in this press release are based upon nCino's historical performance and its current plans, estimates, and expectations and are not a representation that such plans, estimates, or expectations will be achieved. These forward-looking statements represent nCino's expectations as of the date of this press release. Subsequent events may cause these expectations to change and, except as may be required by law, nCino does not undertake any obligation to update or revise these forward-looking statements. These forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially including, but not limited to: (i) risks associated with the impact of the COVID-19 pandemic, including the impact to the financial services industry, the impact on general economic conditions and the impact of government responses, restrictions, and actions; (ii) breaches in our security measures or unauthorized access to our customers' or their clients' data; (iii) the accuracy of management's assumptions and estimates; (iv) our ability to attract new customers and succeed in having current customers expand their use of our solutions; (v) competitive factors, including pricing

pressures, consolidation among competitors, entry of new competitors, the launch of new products and marketing initiatives by our competitors, and difficulty securing rights to access or integrate with third party products or data used by our customers; (vi) the rate of adoption of our newer solutions and the results of our efforts to sustain or expand the use and adoption of our more established solutions; (vii) fluctuation of our results of operations, which may make period-to-period comparisons less meaningful; (viii) our ability to manage our growth effectively including expanding outside of the United States; (ix) adverse changes in our relationship with Salesforce; (x) our ability to successfully acquire new companies and/or integrate acquisitions into our existing organization; (xi) the loss of one or more customers, particularly any of our larger customers, or a reduction in the number of users our customers purchase access and use rights for; (xii) system unavailability, system performance problems, or loss of data due to disruptions or other problems with our computing infrastructure or the infrastructure we rely on that is operated by third parties; (xiii) our ability to maintain our corporate culture and attract and retain highly skilled employees; (xiv) adverse changes in the financial services industry, including as a result of customer consolidation; (xv) adverse changes in economic, regulatory, or market conditions; and (xvi) threatened or future legal proceedings and related expenses.

Additional risks and uncertainties that could affect nCino's business and financial results are included in our reports filed with the U.S. Securities and Exchange Commission (available on our web site at www.ncino.com or the SEC's web site at www.sec.gov). Further information on potential risks that could affect actual results will be included in other filings nCino makes with the SEC from time to time.

nCino, Inc. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands) (Unaudited)

	Jan	January 31, 2020		October 31, 2020	
Assets					
Current Assets					
Cash and cash equivalents	\$	91,184	\$	378,584	
Accounts receivable, net		34,205		25,350	
Accounts receivable, related parties		9,201			
Costs capitalized to obtain revenue contracts, current portion, net		3,608		4,019	
Prepaid expenses and other current assets		7,079		9,571	
Total current assets		145,277		417,524	
Property and equipment, net		13,477		14,307	
Costs capitalized to obtain revenue contracts, noncurrent, net		7,000		7,608	
Goodwill		55,840		56,298	
Intangible assets, net		26,093		23,790	
Other long-term assets		2,464		869	
Total assets	\$	250,151	\$	520,396	
Liabilities, Redeemable Non-Controlling Interest, and Stockholders' Equity					
Current Liabilities					
Accounts payable	\$	1,258	\$	2,354	
Accounts payable, related parties		3,408		4,100	
Accrued commissions		7,862		5,237	
Other accrued expenses		4,922		5,527	
Deferred rent, current portion		183		204	
Deferred revenue, current portion		50,929		68,634	
Deferred revenue, current portion, related parties		8,013		_	
Total current liabilities		76,575		86,056	
Deferred income taxes, noncurrent		194		290	
Deferred rent, noncurrent		1,558		1,426	
Deferred revenue, noncurrent		—		1,741	
Other long-term liabilities		195		_	
Total liabilities		78,522		89,513	
Commitments and Contingencies					
Redeemable non-controlling interest		4,356		4,166	
Stockholders' Equity					
Common stock		41		46	
Additional paid-in capital		288,564		575,529	
Accumulated other comprehensive (loss) income		(408)		201	
Accumulated deficit		(120,924)		(149,059	
Total stockholders' equity		167,273		426,717	
Total liabilities, redeemable non-controlling interest, and stockholders' equity	\$	250,151	\$	520,396	

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share data) (Unaudited)

	Three Months Ended October 31,			 Nine Months Ended October 31,				
		2019	9 2020		 2019		2020	
Revenues								
Subscription	\$	27,673	\$	43,279	\$ 71,815	\$	117,461	
Professional services		10,189		10,950	 27,861		30,245	
Total revenues		37,862		54,229	99,676		147,706	
Cost of Revenues								
Subscription ¹		8,243		12,380	21,828		34,399	
Professional services ¹		8,646		10,134	23,869		29,568	
Total cost of revenues		16,889		22,514	45,697		63,967	
Gross profit		20,973		31,715	53,979		83,739	
Gross Margin %		55 %		58 %	 54 %		57 %	
Operating Expenses								
Sales and marketing ¹		12,602		14,175	31,070		42,027	
Research and development ¹		9,534		15,077	25,172		41,334	
General and administrative ¹		5,557		11,251	15,896		29,130	
Total operating expenses		27,693		40,503	72,138		112,491	
Loss from operations		(6,720)		(8,788)	 (18,159)		(28,752)	
Non-operating Income (Expense)								
Interest income		99		78	682		289	
Other		690		(260)	(37)		337	
Loss before income tax expense		(5,931)		(8,970)	 (17,514)		(28,126)	
Income tax expense		158		309	496		709	
Net loss		(6,089)		(9,279)	 (18,010)		(28,835)	
Net loss attributable to redeemable non-controlling interest		(60)		(292)	(60)		(700)	
Adjustment attributable to redeemable non-controlling interest		_		76	_		343	
Net loss attributable to nCino, Inc.	\$	(6,029)	\$	(9,063)	\$ (17,950)	\$	(28,478)	
Net loss per share attributable to nCino, Inc.:								
Basic and diluted	\$	(0.08)	\$	(0.10)	\$ (0.23)	\$	(0.33)	
Weighted average number of common shares outstanding:								
Basic and diluted		79,382,419		91,600,203	77,277,039		85,962,141	
	_					_		

¹Includes stock-based compensation expense as follows:

	Three Month	Ended October 31,	Nine Months Ended October 31,			
	2019	2020	2019	2020		
Cost of subscription revenues	\$ 7	1 \$ 135	\$ 208	\$ 438		
Cost of professional services revenues	31	5 810	938	3,358		
Sales and marketing	33) 1,157	946	4,818		
Research and development	31	5 1,066	926	4,406		
General and administrative	4	2,125	1,664	6,593		
Total stock-based compensation expense	\$ 1,08	\$ 5,293	\$ 4,682	\$ 19,613		

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)

		Nine Months En	nded Oc	tober 31,
		2019		2020
sh Flows from Operating Activities				
Net loss attributable to nCino, Inc.	\$	(17,950)	\$	(28,478
Net loss and adjustment attributable to redeemable non-controlling interest		(60)		(357
Net loss		(18,010)		(28,835
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation and amortization		2,894		5,425
Amortization of costs capitalized to obtain revenue contracts		2,351		3,521
Stock-based compensation		4,682		19,613
Deferred income taxes		119		96
Provision for (recovery of) bad debt		(105)		342
Change in operating assets and liabilities:				
Accounts receivable		4,716		8,535
Accounts receivable, related parties		4,318		9,201
Costs capitalized to obtain revenue contracts		(2,416)		(4,531
Prepaid expenses and other assets		104		(2,652
Accounts payable and accrued expenses and other liabilities		(2,196)		(1,551
Accounts payable, related parties		546		692
Deferred rent		1,074		(109
Deferred revenue		9,768		19,413
Deferred revenue, related parties		(5,675)		(8,013
Net cash provided by operating activities		2,170		21,147
Cash Flows from Investing Activities				
Acquisition of business, net of cash acquired		(52,267)		
Purchases of property and equipment		(3,374)		(3,755
Net cash used in investing activities		(55,641)		(3,755
Cash Flows from Financing Activities		<u>, , , , , , , , , , , , , , , , , </u>		
Proceeds from initial public offering, net of underwriting discounts and commissions		_		268,375
Payments of costs related to initial public offering		_		(2,524
Investment from redeemable non-controlling interest		4,513		
Proceeds from stock issuance		80,000		_
Stock issuance costs		(52)		_
Payments of deferred costs		(44)		
Exercise of stock options		740		3,859
Net cash provided by financing activities		85,157		269,710
Effect of foreign currency exchange rate changes on cash and cash equivalents		(84)		298
Net increase in cash and cash equivalents		31,602		287,400
Cash and Cash Equivalents, beginning of period		74,347		91,184
	\$	105,949	\$	378,584
Cash and Cash Equivalents, end of period	φ	105,747	Ψ	570,504

Non-GAAP Financial Measures

In nCino's public disclosures, nCino has provided non-GAAP measures, which are measurements of financial performance that have not been prepared in accordance with generally accepted accounting principles in the United States, or GAAP. In addition to its GAAP measures, nCino uses these non-GAAP financial measures internally for budgeting and resource allocation purposes and in analyzing our financial results. For the reasons set forth below, nCino believes that excluding the following items provides information that is helpful in understanding our operating results, evaluating our future prospects, comparing our financial results across accounting periods, and comparing our financial results to our peers, many of which provide similar non-GAAP financial measures.

- Stock-Based Compensation Expenses. nCino excludes stock-based compensation expenses primarily because they are
 non-cash expenses that nCino excludes from our internal management reporting processes. nCino's management also
 finds it useful to exclude these expenses when they assess the appropriate level of various operating expenses and
 resource allocations when budgeting, planning and forecasting future periods. Moreover, because of varying available
 valuation methodologies, subjective assumptions and the variety of award types that companies can use, nCino believes
 excluding stock-based compensation expenses allows investors to make meaningful comparisons between our recurring
 core business operating results and those of other companies.
- Amortization of Purchased Intangibles. nCino incurs amortization expense for purchased intangible assets in connection
 with acquisitions of certain businesses and technologies. Because these costs have already been incurred, cannot be
 recovered, are non-cash, and are affected by the inherent subjective nature of purchase price allocations, nCino
 excludes these expenses for our internal management reporting processes. nCino's management also finds it useful to
 exclude these charges when assessing the appropriate level of various operating expenses and resource allocations
 when budgeting, planning and forecasting future periods. Although nCino excludes amortization expense for purchased
 intangibles from these non-GAAP measures, management believes it is important for investors to understand that such
 intangible assets were recorded as part of purchase accounting and contribute to revenue generation.

There are limitations to using non-GAAP financial measures because non-GAAP financial measures are not prepared in accordance with GAAP and may be different from non-GAAP financial measures provided by other companies. The non-GAAP financial measures are limited in value because they exclude certain items that may have a material impact upon our reported financial results. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by nCino's management about which items are adjusted to calculate its non-GAAP financial measures. nCino compensates for these limitations by analyzing current and future results on a GAAP basis as well as a non-GAAP basis and also by providing GAAP measures in its public disclosures. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. nCino encourages investors and others to review our financial information in its entirety, not to rely on any single financial measure to evaluate our business, and to view our non-GAAP financial measures in conjunction with the most directly comparable GAAP financial measures. A reconciliation of GAAP to the non-GAAP financial measures has been provided in the tables below.

RECONCILIATION OF GAAP TO NON-GAAP MEASURES (In thousands, except share and per share data) (Unaudited)

		Three Months H	Ended Oc		Nine Months Ended October 31,			
		2019		2020		2019		2020
GAAP total revenues	\$	37,862	\$	54,229	\$	99,676	\$	147,706
GAAP cost of subscription revenues	\$	8,243	\$	12,380	\$	21,828	\$	34,399
Amortization expense - developed technology		(259)		(386)		(319)		(1,133)
Stock-based compensation		(71)		(135)		(208)		(438)
Non-GAAP cost of subscription revenues	\$	7,913	\$	11,859	\$	21,301	\$	32,828
GAAP cost of professional services revenues	\$	8,646	\$	10,134	\$	23,869	\$	29,568
Stock-based compensation	+	(315)	*	(810)	+	(938)	+	(3,358)
Non-GAAP cost of professional services revenues	\$	8,331	\$	9,324	\$	22,931	\$	26,210
GAAP gross profit	\$	20,973	\$	31,715	\$	53,979	\$	83,739
Amortization expense - developed technology	ψ	20,973	Φ	386	Φ	319	φ	1,133
Stock-based compensation		386		945		1,146		3,796
Non-GAAP gross profit	\$	21,618	\$	33,046	\$	55,444	\$	88,668
Non-GAAP gross margin %	Ψ <u></u>	57 %	:	61 %		56 %	:	60 %
GAAP sales & marketing expense	\$	12,602	\$	14,175	\$	31,070	\$	42,027
Amortization expense - customer relationships		(415)		(417)		(520)		(1,252)
Stock-based compensation		(339)		(1,157)		(946)		(4,818)
Non-GAAP sales & marketing expense	\$	11,848	\$	12,601	\$	29,604	\$	35,957
GAAP research & development expense	\$	9,534	\$	15,077	\$	25,172	\$	41,334
Stock-based compensation		(315)		(1,066)		(926)		(4,406)
Non-GAAP research & development expense	\$	9,219	\$	14,011	\$	24,246	\$	36,928
GAAP general & administrative expense	\$	5,557	\$	11,251	\$	15,896	\$	29,130
Amortization expense - trademarks		(52)		_		(64)		(10)
Stock-based compensation		(41)		(2,125)		(1,664)		(6,593)
Non-GAAP general & administrative expense	\$	5,464	\$	9,126	\$	14,168	\$	22,527
GAAP loss from operations	\$	(6,720)	\$	(8,788)	\$	(18,159)	\$	(28,752)
Amortization expense - developed technology		259		386		319		1,133
Amortization expense - customer relationships		415		417		520		1,252
Amortization expense - trademarks		52		_		64		10
Stock-based compensation		1,081		5,293		4,682		19,613
Non-GAAP operating loss	\$	(4,913)	\$	(2,692)	\$	(12,574)	\$	(6,744)
Non-GAAP operating margin		(13)%		(5)%		(13)%	,	(5)%
GAAP net loss attributable to nCino	\$	(6,029)	\$	(9,063)	\$	(17,950)	\$	(28,478)
Amortization expense - developed technology		259		386		319		1,133
Amortization expense - customer relationships		415		417		520		1,252
Amortization expense - trademarks		52		_		64		10
Stock-based compensation		1,081		5,293		4,682		19,613

RECONCILIATION OF GAAP TO NON-GAAP MEASURES (CONTINUED) (In thousands, except share and per share data)

(Unaudited)

	Three Months Ended October 31,			Nine Months Ended October 31,			
		2019		2020	 2019		2020
Weighted-average shares used to compute net loss per share, ba and diluted	sic	79,382,419		91,600,203	 77,277,039		85,962,141
GAAP net loss attributable to nCino per share	\$	(0.08)	\$	(0.10)	\$ (0.23)	\$	(0.33)
Non-GAAP net loss attributable to nCino per share	\$	(0.05)	\$	(0.03)	\$ (0.16)	\$	(0.08)
Free cash flow							
Net cash provided by (used in) operating activities	\$	(8,537)	\$	(10,759)	\$ 2,170	\$	21,147
Purchases of property and equipment		(750)		(819)	(3,374)		(3,755)
Free cash flow	\$	(9,287)	\$	(11,578)	\$ (1,204)	\$	17,392

CONTACTS

INVESTOR CONTACT

JoAnn Horne Market Street Partners +1 415.445.3240 jhorne@marketstreetpartners.com

MEDIA CONTACTS

Claire Sandstrom	Natalia Moose, nCino
+1 646.520.0710	+1 910.248.4602
csandstrom@mww.com	natalia.moose@ncino.com