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): June 2, 2021

nCino, Inc.

(Exact name of registrant as specified in its charter)

Delaware(State or other jurisdiction of incorporation or organization)

001-39380

46-4353148

(Commission file number)

(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	d to simultaneously satisfy the filing obl	igation of the registrant under any of the following provisions:
\square Written communications pursuant to Rule 425 under the Securit	ties Act (17 CFR 230.425)	
\square Soliciting material pursuant to Rule 14a-12 under the Exchange	e Act (17 CFR 240.14a-12)	
☐ Pre-commencement communications pursuant to Rule 14d-2(b)	under the Exchange Act (17 CFR 240.1	14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c)	under the Exchange Act (17 CFR 240.1	1.3e-4(c))
Securitie	es registered pursuant to Section 12(b) o	f 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 grow of the Securities Exchange Act of 1934 (§240.12b-2 of this chapte	1 5	he Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2
Emerging growth company \boxtimes		
If an emerging growth company, indicate by check mark if the reginancial accounting standards provided pursuant to Section 13(a)		ed transition period for complying with any new or revised

Item 2.02 Results of Operations and Financial Condition

On June 2, 2021, nCino, Inc. issued a press release announcing its financial results for its first quarter ended April 30, 2021. 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>	<u>Description</u>
99.1	Press release of nCino, Inc. dated June 2, 2021 (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: June 2, 2021

nCino, Inc.

By: /s/ David Rudow

David Rudow Chief Financial Officer



nCino Reports First Quarter Fiscal Year 2022 Financial Results

First Quarter Total Revenues of \$62.4M, up 39% year-over-year First Quarter Subscription Revenues of \$51.0M, up 47% year-over-year

WILMINGTON, N.C. – 2 June 2021 – nCino, Inc. (NASDAQ: NCNO), a pioneer in cloud banking and digital transformation solutions for the global financial services industry, today announced financial results for its first quarter of fiscal year 2022 ended April 30, 2021.

"We are very pleased with the strong start to the year, reflecting a solid sales quarter and ending with yet another record pipeline for the Company," said Pierre Naudé, CEO of nCino. "We saw particular strength internationally, including signing our first German bank, as well as closing a commercial deal with one of Canada's top five banks. In addition to our strong sales momentum, we continued to innovate this quarter by introducing new solutions and product enhancements across the nCino Bank Operating System® as part of our Spring Release. Our emphasis on data, machine learning and analytics in our platform roadmap aligns with financial institutions' need to differentiate based on insights and personalization. This is just one of the trends driving the digital transformation of financial services, and nCino is excited to be leading this effort around the globe."

Financial Highlights

- **Revenues**: Total revenues for the first quarter were \$62.4 million, a 39% increase from \$44.7 million in the first quarter of fiscal 2021. Subscription revenues for the first quarter were \$51.0 million, up from \$34.8 million one year ago, an increase of 47%.
- Loss from Operations: GAAP loss from operations in the first quarter was (\$15.5) million compared to (\$4.3) million in the same quarter of fiscal 2021. Non-GAAP operating loss in the quarter was (\$4.3) million compared to (\$2.4) million in the first quarter of fiscal 2021.
- **Net Loss Attributable to nCino**: GAAP net loss attributable to nCino in the first quarter was (\$15.0) million compared to (\$4.8) million in the first quarter of fiscal 2021. Non-GAAP net loss attributable to nCino in the first quarter was (\$3.9) million compared to (\$2.9) million in the first quarter of fiscal 2021.
- Net Loss Attributable to nCino per Share: GAAP net loss attributable to nCino in the first quarter was (\$0.16) per share compared to (\$0.06) per share in the first quarter of fiscal 2021. Non-GAAP net loss attributable to nCino in the first quarter was (\$0.04) per share compared to (\$0.04) per share in the first quarter of fiscal 2021.
- Cash: Cash and cash equivalents were \$386.5 million as of April 30, 2021.

Recent Business Highlights

- Signed a new Commercial Banking deal with a top five Canadian bank.
- Signed our first customer in Germany, Hamburg Commercial Bank, which will use nCino's Commercial Banking Solution to simplify and automate existing financing processes and better serve its clients.
- Customers are now live across three continents on Automated Spreading, part of our nCino IQ (nIQ) analytics platform.
- Increased innovation across the platform, including introducing our nIQ Commercial Pricing and Profitability solution to early adopters and launching a no-touch experience for unsecured retail loans.
- Hosted our annual nSight User Conference, a virtual experience with 2,200 registered attendees representing more than 350 customers and partner companies from 24 countries.

Financial Outlook

nCino is providing guidance for its second quarter ending July 31, 2021 as follows:

- Total revenues between \$63 million and \$64 million.
- Subscription revenues between \$51.5 million and \$52.5 million.
- Non-GAAP operating loss between (\$5.5) million and (\$6.5) million.
- Non-GAAP net loss attributable to nCino per share of (\$0.05) to (\$0.06).

nCino is providing guidance for its fiscal year 2022 ending January 31, 2022 as follows:

- Total revenues between \$258 million and \$260 million.
- Subscription revenues between \$212.5 million and \$214.5 million.
- Non-GAAP operating loss between (\$22.5) million and (\$24.5) million.
- Non-GAAP net loss attributable to nCino per share of (\$0.21) to (\$0.23).

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: https://investor.ncino.com/news-events/events-and-presentations.

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 risks associated with (i) 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 solution; (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) the outcome and impact of legal proceedings and related fees and 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.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands) (Unaudited)

	Jan	uary 31, 2021	A	pril 30, 2021
Assets				
Current assets				
Cash and cash equivalents	\$	371,425	\$	386,51
Accounts receivable, net		55,517		56,22
Costs capitalized to obtain revenue contracts, current portion, net		4,864		5,03
Prepaid expenses and other current assets		10,425		9,40
Total current assets		442,231		457,18
Property and equipment, net		29,943		35,05
Operating lease right-of-use assets, net		_		10,66
Costs capitalized to obtain revenue contracts, noncurrent, net		10,191		10,29
Goodwill		57,149		57,32
Intangible assets, net		23,137		22,35
Other long-term assets		750		88
Total assets	\$	563,401	\$	593,76
iabilities, redeemable non-controlling interest, and stockholders' equity			-	
Current liabilities				
Accounts payable	\$	1,634	\$	4,38
Accounts payable, related parties		4,363		4,84
Accrued commissions		12,500		3,94
Construction liability, current portion		_		5,09
Other accrued expenses		7,527		7,55
Deferred rent, current portion		203		-
Deferred revenue, current portion		89,141		110,07
Financing obligation, current portion		324		33
Operating lease liabilities, current portion		_		2,54
Total current liabilities		115,692		138,76
Operating lease liabilities, noncurrent		_		9,77
Deferred income taxes, noncurrent		368		42
Deferred rent, noncurrent		1,486		-
Deferred revenue, noncurrent		946		16
Financing obligation, noncurrent		15,939		15,84
Construction liability, noncurrent		_		67
Total liabilities		134,431		165,65
Commitments and contingencies			-	
ledeemable non-controlling interest		3,791		3,06
tockholders' equity				
Common stock		47		2
Additional paid-in capital		585,956		601,03
Accumulated other comprehensive income		240		16
Accumulated deficit		(161,064)		(176,20
Total stockholders' equity		425,179		425,04
Total liabilities, redeemable non-controlling interest, and stockholders' equity	\$	563,401	\$	593,70

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

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

	Three Months Ended April 30,		
	 2020		2021
Revenues			
Subscription	\$ 34,831	\$	51,033
Professional services	 9,881		11,322
Total revenues	44,712		62,355
Cost of revenues			
Subscription ¹	10,099		14,946
Professional services ¹	 8,767		11,353
Total cost of revenues	 18,866		26,299
Gross profit	25,846		36,056
Gross margin %	58 %		58 %
Operating expenses			
Sales and marketing ¹	12,226		18,425
Research and development ¹	10,965		17,425
General and administrative ¹	 6,926		15,680
Total operating expenses	 30,117		51,530
Loss from operations	 (4,271)		(15,474)
Non-operating income (expense)			
Interest income	156		57
Interest expense	_		(268)
Other income (expense), net	 (520)		267
Loss before income tax expense	(4,635)		(15,418)
Income tax expense	 197		187
Net loss	(4,832)		(15,605)
Net loss attributable to redeemable non-controlling interest	(176)		(467)
Adjustment attributable to redeemable non-controlling interest	 113		(130)
Net loss attributable to nCino, Inc.	\$ (4,769)	\$	(15,008)
Net loss per share attributable to nCino, Inc.:			
Basic and diluted	\$ (0.06)	\$	(0.16)
Weighted average number of common shares outstanding:			
Basic and diluted	81,560,762		94,402,265

 $^1\!\operatorname{Includes}$ stock-based compensation expense as follows:

	Three Months Ended April 30,		
	 2020		2021
Cost of subscription revenues	\$ 61	\$	285
Cost of professional services revenues	266		1,332
Sales and marketing	315		1,753
Research and development	309		1,543
General and administrative	100		2,151
Total stock-based compensation expense	\$ 1,051	\$	7,064

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)

		Three Months End	2021
flows from operating activities			2021
Net loss attributable to nCino, Inc.	\$	(4,769) \$	(15,0
Net loss and adjustment attributable to redeemable non-controlling interest		(63)	(5
Net loss		(4,832)	(15,6
Adjustments to reconcile net loss to net cash provided by operating activities:		, ,	
Depreciation and amortization		1,743	2,0
Non-cash operating lease costs		_	
Amortization of costs capitalized to obtain revenue contracts		1,333	1,3
Stock-based compensation		1,051	7,0
Deferred income taxes		30	
Provision for (recovery of) bad debt		167	
Net foreign currency gains		_	(!
Change in operating assets and liabilities:			
Accounts receivable		(9,463)	(
Accounts receivable, related parties		6,395	,
Costs capitalized to obtain revenue contracts		(2,436)	(1,
Prepaid expenses and other assets		238	1,
Accounts payable and accrued expenses and other liabilities		(4,774)	(6,
Accounts payable, related parties		362	
Deferred rent		(31)	
Deferred revenue		18,630	19,
Deferred revenue, related parties		16	
Operating lease liabilities		_	(
Net cash provided by operating activities		8,429	7,
Cash flows from investing activities			
Purchases of property and equipment		(1,075)	(
Net cash used in investing activities		(1,075)	(
Cash flows from financing activities			
Payments of deferred costs		(233)	
Exercise of stock options		122	7,
Principal payments on financing obligation		_	
Net cash (used in) provided by financing activities		(111)	7,
Effect of foreign currency exchange rate changes on cash, cash equivalents, and restricted cash		611	
Net increase in cash, cash equivalents, and restricted cash		7,854	15,
Cash, cash equivalents, and restricted cash, beginning of period		91,184	371,
Cash, cash equivalents, and restricted cash, end of period	\$	99,038 \$	386,
Cash, cash equivalents, and restricted cash, end of period			
Cash, cash equivalents, and restricted cash, end of period:			
Cash and cash equivalents	\$	99,038 \$	386,
Restricted cash included in other long-term assets		_	
Total cash, cash equivalents, and restricted cash, end of period	\$	99,038 \$	386,

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.
- Antitrust related fees and expenses. nCino excludes fees and expenses related to the government antitrust investigation
 and related civil action disclosed in our SEC filings as we do not believe these matters relate to the operating business
 and their exclusion from non-GAAP operating expenses will facilitate a more meaningful explanation of operating results
 and comparisons with prior period results.

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 Ended April 30,			
		2020		2021	
GAAP total revenues	\$	44,712	\$	62,355	
GAAP cost of subscription revenues	\$	10,099	\$	14,946	
Amortization expense - developed technology		(369)		(396)	
Stock-based compensation		(61)		(285)	
Non-GAAP cost of subscription revenues	\$	9,669	\$	14,265	
GAAP cost of professional services revenues	\$	8,767	\$	11,353	
Stock-based compensation		(266)		(1,332)	
Non-GAAP cost of professional services revenues	\$	8,501	\$	10,021	
GAAP gross profit	\$	25,846	\$	36,056	
Amortization expense - developed technology		369		396	
Stock-based compensation		327		1,617	
Non-GAAP gross profit	\$	26,542	\$	38,069	
Non-GAAP gross margin %		59 %	,	61 %	
GAAP sales & marketing expense	\$	12,226	\$	18,425	
Amortization expense - customer relationships		(417)		(418)	
Stock-based compensation		(315)		(1,753)	
Non-GAAP sales & marketing expense	\$	11,494	\$	16,254	
GAAP research & development expense	\$	10,965	\$	17,425	
Stock-based compensation	•	(309)	•	(1,543)	
Non-GAAP research & development expense	\$	10,656	\$	15,882	
GAAP general & administrative expense	\$	6,926	\$	15,680	
Amortization expense - trademarks		(10)		_	
Stock-based compensation		(100)		(2,151)	
Antitrust related fees and expenses		_		(3,263)	
Non-GAAP general & administrative expense	\$	6,816	\$	10,266	
GAAP loss from operations	\$	(4,271)	\$	(15,474)	
Amortization expense - developed technology		369		396	
Amortization expense - customer relationships		417		418	
Amortization expense - trademarks		10		_	
Stock-based compensation		1,051		7,064	
Antitrust related fees and expenses		_		3,263	
Non-GAAP operating loss	\$	(2,424)	\$	(4,333)	
Non-GAAP operating margin		(5)%)	(7)%	
GAAP net loss attributable to nCino	\$	(4,769)	\$	(15,008)	
Amortization expense - developed technology		369		396	
Amortization expense - customer relationships		417		418	
Amortization expense - trademarks		10		_	
Stock-based compensation		1,051		7,064	
Antitrust related fees and expenses		_		3,263	
Non-GAAP net loss attributable to nCino	\$	(2,922)	\$	(3,867)	

RECONCILIATION OF GAAP TO NON-GAAP MEASURES (CONTINUED)

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

		Three Months Ended April 30,				
		2020		2021		
Weighted-average shares used to compute net loss per share, basic and diluted		81,560,762		94,402,265		
GAAP net loss attributable to nCino per share	\$	(0.06)	\$	(0.16)		
Non-GAAP net loss attributable to nCino per share	\$	(0.04)	\$	(0.04)		
Free cash flow						
Net cash provided by operating activities	\$	8,429	\$	7,558		
Purchases of property and equipment		(1,075)		(522)		
Free cash flow	\$	7,354	\$	7,036		
Principal payments on financing obligation ¹		_		(79)		
Free cash flow less principal payments on financing obligation	\$	7,354	\$	6,957		

¹These amounts represent the non-interest component of payments towards financing obligations for facilities.

CONTACTS

INVESTOR CONTACT

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