

## FORM 4

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

## OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the  
Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person * ICONIQ STRATEGIC PARTNERS II, L.P.		2. Issuer Name and Ticker or Trading Symbol Sprinklr, Inc. [CXM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)					
(Last) (First) (Middle) C/O ICONIQ CAPITAL, 394 PACIFIC AVENUE, 2ND FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 11/16/2021							
(Street) SAN FRANCISCO, CA 94111		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					
(City) (State) (Zip)		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			
Class A Common Stock	11/16/2021		C(1)		4,537,203	A	(1)	6,639,439	D (2) (9) (10)
Class A Common Stock	11/16/2021		C(3)		3,551,725	A	(3)	5,197,355	I (4) (9) (10) By ICONIQ Strategic Partners II-B, L.P.
Class A Common Stock	11/16/2021		C(5)		2,481,424	A	(5)	10,947,814	I (6) (9) (10) ICONIQ Strategic Partners, L.P.
Class A Common Stock	11/16/2021		C(7)		1,877,688	A	(7)	2,747,682	I (8) (9) (10) ICONIQ Strategic Partners-B, L.P.

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

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SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Class B Common Stock	(11)	11/16/2021		C(1)		4,537,203	(11) (11) Class A Common Stock	(11)	0	D (2) (9) (10)	
Class B Common Stock	(11)	11/16/2021		C(3)		3,551,725	(11) (11) Class A Common Stock	(11)	0	I (4) (9) (10)	By ICONIQ Strategic Partners II-B, L.P.
Class B Common Stock	(11)	11/16/2021		C(5)		2,481,424	(11) (11) Class A Common Stock	(11)	0	I (6) (9) (10)	ICONIQ Strategic Partners, L.P.

Class B Common Stock	(11)	11/16/2021		C(7)			1,877,688	(11)	(11)	Class A Common Stock	1,877,688	(11)	0	I (8) (9) (10)	ICONIQ Strategic Partners- B, L.P.
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICONIQ STRATEGIC PARTNERS II, L.P. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
ICONIQ STRATEGIC PARTNERS II-B, L.P. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
ICONIQ Strategic Partners II GP, L.P. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
ICONIQ Strategic Partners II TT GP, Ltd C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
ICONIQ Strategic Partners, L.P. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
ICONIQ Strategic Partners-B, L.P. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
ICONIQ Strategic Partners GP, L.P. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
ICONIQ Strategic Partners TT GP, Ltd. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
Makan Divesh C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		
Griffith William J.G. C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR SAN FRANCISCO, CA 94111		X		

Signatures

ICONIQ Strategic Partners II, L.P., By: ICONIQ Strategic Partners II GP, L.P., By: ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners II-B, L.P., By: ICONIQ Strategic Partners II GP, L.P., By: ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners II GP, L.P., By: ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021

**Signature of Reporting Person		Date
ICONIQ Strategic Partners, L.P., By: ICONIQ Strategic Partners GP, L.P., By: ICONIQ Strategic Partners TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021
**Signature of Reporting Person		Date
ICONIQ Strategic Partners-B, L.P., By: ICONIQ Strategic Partners GP, L.P., By: ICONIQ Strategic Partners TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021
**Signature of Reporting Person		Date
ICONIQ Strategic Partners GP, L.P., By: ICONIQ Strategic Partners TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021
**Signature of Reporting Person		Date
ICONIQ Strategic Partners TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		11/18/2021
**Signature of Reporting Person		Date
/s/ Divesh Makan		11/18/2021
**Signature of Reporting Person		Date
/s/ William J.G. Griffith		11/18/2021
**Signature of Reporting Person		Date

## Explanation of Responses:

- \* 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).
- (1) On November 16, 2021, ICONIQ Strategic Partners II, L.P. ("ICONIQ II") converted in the aggregate 4,537,203 shares of the Issuer's Class B Common Stock into 4,537,203 shares of the Issuer's Class A Common Stock.
- (2) Shares held by ICONIQ II.
- (3) On November 16, 2021, ICONIQ Strategic Partners II-B, L.P. ("ICONIQ II-B") converted in the aggregate 3,551,725 shares of the Issuer's Class B Common Stock into 3,551,725 shares of the Issuer's Class A Common Stock.
- (4) Shares held by ICONIQ II-B.
- (5) On November 16, 2021, ICONIQ Strategic Partners, L.P. ("ICONIQ") converted in the aggregate 2,481,424 shares of the Issuer's Class B Common Stock into 2,481,424 shares of the Issuer's Class A Common Stock.
- (6) Shares held by ICONIQ.
- (7) On November 16, 2021, ICONIQ Strategic Partners-B, L.P. ("ICONIQ-B") converted in the aggregate 1,877,688 shares of the Issuer's Class B Common Stock into 1,877,688 shares of the Issuer's Class A Common Stock.
- (8) Shares held by ICONIQ-B.
- (9) ICONIQ Strategic Partners II GP, L.P. ("ICONIQ GP II"), is the sole general partner of ICONIQ II and ICONIQ II-B. ICONIQ Strategic Partners II TT GP, Ltd. ("ICONIQ Parent GP II") is the sole general partner of ICONIQ GP II. ICONIQ Strategic Partners GP, L.P. ("ICONIQ GP") is the sole general partner of ICONIQ and ICONIQ-B. ICONIQ Strategic Partners TT GP, Ltd. ("ICONIQ Parent GP") is the sole general partner of ICONIQ GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders of each of ICONIQ Parent GP II and ICONIQ Parent GP.
- Each of ICONIQ II GP, ICONIQ Parent GP II, ICONIQ GP, ICONIQ Parent GP, Makan and Griffith disclaims beneficial ownership of the securities reported herein for purposes of Section
- (10) 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock. Each share of Class B Common Stock will convert automatically into shares of Class A common stock, on a one-to-one basis, upon the following: (1) the sale or transfer of such share of Class B Common Stock, subject to certain
- (11) exceptions specified in the Issuer's amended and restated certificate of incorporation; (2) the death of the Reporting Person; and (3) the final conversion date, defined as the first trading day on or after the date on which the outstanding shares of Class B Common Stock represent less than 5.0% of the Issuer's then-outstanding Class A and Class B Common Stock to certain timing criteria.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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