

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

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|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person * ICONIQ Strategic Partners, 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) 06/24/2022 | | | |
| (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 | 06/24/2022 | | J(1) | | 1,861,128 | D | (1) | 5,438,692 | D (2) (9) (10) | |
| Class A Common Stock | 06/24/2022 | | J(3) | | 467,106 | D | (3) | 1,365,003 | I (4) (9) (10) | By ICONIQ Strategic Partners-B, L.P. |
| Class A Common Stock | 06/24/2022 | | J(5) | | 1,128,705 | D | (5) | 3,177,383 | I (6) (9) (10) | By ICONIQ Strategic Partners II, L.P. |
| Class A Common Stock | 06/24/2022 | | J(7) | | 883,550 | D | (7) | 2,487,258 | I (8) (9) (10) | By ICONIQ Strategic Partners II-B, L.P. |
| Class A Common Stock | 06/24/2022 | | J(1)(3)(5)(7) | | 324,838 | A | (1) (3) (5) (7) | 324,838 | I (11) | By Divesh Makan |
| Class A Common Stock | 06/24/2022 | | J(1)(3)(5)(7) | | 325,996 | A | (1) (3) (5) (7) | 325,996 | I (12) | By William J.G. Griffith |

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

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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 control number.

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) | | | | 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 | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 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 | | |
| 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 | | |
| 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, 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 | | 06/28/2022 |
| **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 | | 06/28/2022 |
| **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 | | 06/28/2022 |
| **Signature of Reporting Person | | Date |
| ICONIQ Strategic Partners TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster | | 06/28/2022 |
| **Signature of Reporting Person | | Date |
| 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 | | 06/28/2022 |
| **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 | | 06/28/2022 |
| **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 | | 06/28/2022 |
| **Signature of Reporting Person | | Date |
| ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster | | 06/28/2022 |
| **Signature of Reporting Person | | Date |
| /s/ Divesh Makan | | 06/28/2022 |
| **Signature of Reporting Person | | Date |
| /s/ William J.G. Griffith | | 06/28/2022 |
| **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).

- On June 24, 2022, ICONIQ Strategic Partners, L.P. ("ICONIQ") distributed, for no consideration, in the aggregate 1,861,128 shares of the Issuer's Class A Common Stock (the "ICONIQ Shares") to its limited partners and to ICONIQ Strategic Partners GP, L.P. ("ICONIQ GP"), representing each such partner's pro rata interest in such ICONIQ Shares. On the same date, ICONIQ GP distributed, for no consideration, the ICONIQ Shares it received in the distribution by ICONIQ to its partners, representing each such partner's pro rata interest in such ICONIQ Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- (1) Shares. On the same date, ICONIQ GP distributed, for no consideration, the ICONIQ Shares it received in the distribution by ICONIQ to its partners, representing each such partner's pro rata interest in such ICONIQ Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
 - (2) The shares are held by ICONIQ.
On June 24, 2022, ICONIQ Strategic Partners-B, L.P. ("ICONIQ-B") distributed, for no consideration, in the aggregate 467,106 shares of the Issuer's Class A Common Stock (the "ICONIQ-B Shares") to its limited partners and to ICONIQ GP, representing each such partner's pro rata interest in such ICONIQ-B Shares. On the same date, ICONIQ GP distributed, for no consideration, the ICONIQ-B Shares it received in the distribution by ICONIQ-B to its partners, representing each such partner's pro rata interest in such ICONIQ-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.
 - (3) ICONIQ GP distributed, for no consideration, the ICONIQ-B Shares it received in the distribution by ICONIQ-B to its partners, representing each such partner's pro rata interest in such ICONIQ-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.
 - (4) The shares are held by ICONIQ-B.
On June 24, 2022, ICONIQ Strategic Partners II, L.P. ("ICONIQ II") distributed, for no consideration, in the aggregate 1,128,705 shares of the Issuer's Class A Common Stock (the "ICONIQ II Shares") to its limited partners and to ICONIQ Strategic Partners II GP, L.P. ("ICONIQ II GP"), representing each such partner's pro rata interest in such ICONIQ II Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II Shares it received in the distribution by ICONIQ II to its partners, representing each such partner's pro rata interest in such ICONIQ II Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.
 - (5) such ICONIQ II Shares. On the same date, ICONIQ II GP distributed, for no consideration, the ICONIQ II Shares it received in the distribution by ICONIQ II to its partners, representing each such partner's pro rata interest in such ICONIQ II Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.
 - (6) The shares are held by ICONIQ II.

- On June 24, 2022, ICONIQ Strategic Partners II-B, L.P. ("CONIQ II-B") distributed, for no consideration, in the aggregate 883,550 shares of the Issuer's Class A Common Stock (the "CONIQ II-B Shares") to its limited partners and to CONIQ II GP, representing each such partner's pro rata interest in such CONIQ II Shares. On the same date, CONIQ II GP distributed, for no consideration, the CONIQ II-B Shares it received in the distribution by CONIQ II-B to its partners, representing each such partner's pro rata interest in such CONIQ II-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.
- (7) The shares are held by CONIQ II-B.
- CONIQ GP is the sole general partner of CONIQ and CONIQ-B. CONIQ Strategic Partners TT GP, Ltd. ("CONIQ Parent GP") is the sole general partner of CONIQ GP. CONIQ Strategic Partners II GP, L.P. ("CONIQ II GP"), is the sole general partner of CONIQ II and CONIQ II-B. CONIQ Strategic Partners II TT GP, Ltd. ("CONIQ II Parent GP") is the sole general partner of CONIQ II GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders of each of CONIQ Parent GP and CONIQ II Parent GP.
- Each of CONIQ GP, CONIQ Parent GP, CONIQ II GP, CONIQ II Parent GP, Makan and Griffith disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of 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.
- (10) The shares are held directly by Makan through his family trust of which he is a trustee and another estate planning trust having an independent trustee. Includes CONIQ Shares, CONIQ-B Shares, CONIQ II Shares and CONIQ II-B Shares received in the distributions described in footnotes (1), (3), (5) and (7) above.
- (11) The shares are held directly by Griffith through his family trust of which he is a trustee and another estate planning trust having an independent trustee. Includes CONIQ Shares, CONIQ-B Shares, CONIQ II Shares and CONIQ II-B Shares received in the distributions described in footnotes (1), (3), (5) and (7) above.

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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