

FORM 4

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

| OMB APPROVAL | |
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| 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)

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * Agrawal Neeraj | 2. Issuer Name and Ticker or Trading Symbol Sprinklr, Inc. [CXM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" 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 SPRINKLR, INC., 29 WEST 35TH STREET, 7TH FLOOR | 3. Date of Earliest Transaction (Month/Day/Year) 06/25/2021 | |
| (Street) NEW YORK, NY 10001 | 4. If Amendment, Date Original Filed (Month/Day/Year) | 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 |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | |

| | | | | | | | | | | | | | | | |
|-----------------------------|-------|------------|--|---|--|------------|--|-----|------------|----------------------|------------|------|--------|---|--|
| Stock Option (right to buy) | \$ 16 | 06/25/2021 | | A | | 12,789 | | (7) | 06/25/2031 | Class A Common Stock | 12,789 | \$ 0 | 12,789 | D | |
| Series A Preferred Stock | (1) | 06/25/2021 | | C | | 19,846,041 | | (1) | (1) | Common Stock | 19,846,041 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series A Preferred Stock | (1) | 06/25/2021 | | C | | 198,440 | | (1) | (1) | Common Stock | 198,440 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |
| Series B Preferred Stock | (1) | 06/25/2021 | | C | | 14,321,250 | | (1) | (1) | Common Stock | 14,321,250 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series B Preferred Stock | (1) | 06/25/2021 | | C | | 143,199 | | (1) | (1) | Common Stock | 143,199 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |
| Series C Preferred Stock | (1) | 06/25/2021 | | C | | 6,473,307 | | (1) | (1) | Common Stock | 6,473,307 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series C Preferred Stock | (1) | 06/25/2021 | | C | | 64,728 | | (1) | (1) | Common Stock | 64,728 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |
| Series D Preferred Stock | (1) | 06/25/2021 | | C | | 287,166 | | (1) | (1) | Common Stock | 287,166 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series D Preferred Stock | (1) | 06/25/2021 | | C | | 2,871 | | (1) | (1) | Common Stock | 2,871 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |
| Series D-2 Preferred Stock | (1) | 06/25/2021 | | C | | 91,707 | | (1) | (1) | Common Stock | 91,707 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series D-2 Preferred Stock | (1) | 06/25/2021 | | C | | 918 | | (1) | (1) | Common Stock | 918 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |
| Series E-1 Preferred Stock | (1) | 06/25/2021 | | C | | 14,289 | | (1) | (1) | Common Stock | 14,289 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series E-1 Preferred Stock | (1) | 06/25/2021 | | C | | 144 | | (1) | (1) | Common Stock | 144 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |
| Series E-1 Preferred Stock | (1) | 06/25/2021 | | C | | 78,340 | | (1) | (1) | Common Stock | 78,340 | \$ 0 | 0 | I | By Battery Ventures Select Fund I, L.P. (4) |
| Series E-1 Preferred Stock | (1) | 06/25/2021 | | C | | 7,748 | | (1) | (1) | Common Stock | 7,748 | \$ 0 | 0 | I | By Battery Investment Partners Select Fund I, L.P. (5) |
| Series E-2 Preferred Stock | (1) | 06/25/2021 | | C | | 1,773 | | (1) | (1) | Common Stock | 1,773 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series E-2 Preferred Stock | (1) | 06/25/2021 | | C | | 18 | | (1) | (1) | Common Stock | 18 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |

| | | | | | | | | | | | | | | |
|----------------------------|-----|------------|--|------|--|------------|-----|-----|----------------------|------------|------|------------|---|--|
| Series E-2 Preferred Stock | (1) | 06/25/2021 | | C | | 30,499 | (1) | (1) | Common Stock | 30,499 | \$ 0 | 0 | I | By Battery Ventures Select Fund I, L.P. (4) |
| Series E-2 Preferred Stock | (1) | 06/25/2021 | | C | | 3,016 | (1) | (1) | Common Stock | 3,016 | \$ 0 | 0 | I | By Battery Investment Partners Select Fund I, L.P. (5) |
| Series F Preferred Stock | (1) | 06/25/2021 | | C | | 5,498 | (1) | (1) | Common Stock | 5,498 | \$ 0 | 0 | I | By Battery Ventures IX, L.P. (2) |
| Series F Preferred Stock | (1) | 06/25/2021 | | C | | 55 | (1) | (1) | Common Stock | 55 | \$ 0 | 0 | I | By Battery Investment Partners IX, LLC (3) |
| Series F Preferred Stock | (1) | 06/25/2021 | | C | | 1,436,205 | (1) | (1) | Common Stock | 1,436,205 | \$ 0 | 0 | I | By Battery Ventures Select Fund I, L.P. (4) |
| Series F Preferred Stock | (1) | 06/25/2021 | | C | | 142,042 | (1) | (1) | Common Stock | 142,042 | \$ 0 | 0 | I | By Battery Investment Partners Select Fund I, L.P. (5) |
| Class B Common Stock | (8) | 06/25/2021 | | J(6) | | 41,070,734 | (8) | (8) | Class A Common Stock | 41,070,734 | \$ 0 | 41,070,734 | I | By Battery Ventures IX, L.P. (2) |
| Class B Common Stock | (8) | 06/25/2021 | | J(6) | | 410,670 | (8) | (8) | Class A Common Stock | 410,670 | \$ 0 | 410,670 | I | By Battery Investment Partners IX, LLC (3) |
| Class B Common Stock | (8) | 06/25/2021 | | J(6) | | 2,407,137 | (8) | (8) | Class A Common Stock | 2,407,137 | \$ 0 | 2,407,137 | I | By Battery Ventures Select Fund I, L.P. (4) |
| Class B Common Stock | (8) | 06/25/2021 | | J(6) | | 238,068 | (8) | (8) | Class A Common Stock | 238,068 | \$ 0 | 238,068 | I | By Battery Investment Partners Select Fund I, L.P. (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Agrawal Neeraj C/O SPRINKLR, INC. 29 WEST 35TH STREET, 7TH FLOOR NEW YORK, NY 10001 | X | X | | |

Signatures

| | |
|--|---------------------|
| /s/ Jason Minio, Attorney-in-Fact | 06/29/2021 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

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).

Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series D-2 Preferred Stock, Series E-1 Preferred Stock, Series E-2 Preferred Stock and (1) Series F Preferred Stock automatically converted into shares of Common Stock on a 1:1 basis prior to being reclassified into shares of Series B Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering.

(2) The reported securities are owned directly by Battery Ventures IX, L.P. ("BV IX"). The sole general partner of BV IX is Battery Partners IX, LLC ("BP IX"). BP IX's investment adviser is Battery Management Corp. The Reporting Person is a managing member of BP IX and may be deemed to share voting and dispositive power over the securities held by BV IX. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.

(3) The reported securities are owned directly by Battery Investment Partners IX, LLC ("BIP IX"). The sole managing member of BIP IX is BP IX. BP IX's investment adviser is Battery Management Corp. The Reporting Person is a managing members of BP IX and may be deemed to share voting and dispositive power over the securities held by BIP IX. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.

(4) The reported securities are owned directly by Battery Ventures Select Fund I, L.P. ("BV Select I"). The sole general partner of BV Select I is Battery Partners Select Fund I, L.P. ("BP Select I"). The general partner of BP Select I is Battery Partners Select Fund I GP, LLC ("BP Select I GP"). BP Select I GP's investment adviser is Battery Management Corp. The Reporting Person is a managing member of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BV Select I. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.

(5) The reported securities are owned directly by Battery Investment Partners Select Fund I, L.P. ("BIP Select I"). The sole general partner of BIP Select I is BP Select I GP. BP Select I GP's investment adviser is Battery Management Corp. The Reporting Person is a managing member of BP Select I GP and may be deemed to share voting and dispositive power over the securities held by BIP Select I. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of for any other purpose.

(6) Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

(7) The option will vest in full on the earlier of (a) June 25, 2022 or (b) the day prior to the date of the Issuer's next annual stockholder meeting, subject to the Reporting Person's continuous service through such vesting date.

(8) 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 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.