

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Conn Wilson Grad		2. Issuer Name and Ticker or Trading Symbol Sprinklr, Inc. [CXM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ____ Officer (give title below) _____ Other (specify below) Chief Experience Officer					
(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) ____ Form filed by One Reporting Person ____ 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		
Common Stock	06/25/2021		J(1)		16,582 (1)	D	(1)	0	D

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

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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	(2)	06/25/2021		J(1)		16,582		(2)	(2)	Class A Common Stock	16,582	\$ 0	16,582	D	
Employee Stock Option (right to buy)	\$ 3.99	06/25/2021		J(1)		208,333		(3)	05/09/2028	Common Stock (1)	208,333	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 3.99	06/25/2021		J(1)		208,333		(3)	05/09/2028	Class B Common Stock	208,333	\$ 0	208,333	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)		85,938		(4)	05/18/2029	Common Stock (1)	85,938	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)		85,938		(4)	05/18/2029	Class B Common Stock	85,938	\$ 0	85,938	D	
Employee Stock Option (right to buy)	\$ 4.93	06/25/2021		J(1)		275,000		(5)	03/11/2030	Common Stock (1)	275,000	\$ 0	0	D	

Employee Stock Option (right to buy)	\$ 4.93	06/25/2021		J ⁽¹⁾		275,000		⁽⁵⁾	03/11/2030	Class B Common Stock	275,000	\$ 0	275,000	D	
Employee Stock Option (right to buy)	\$ 10.96	06/25/2021		J ⁽¹⁾			150,000	⁽⁶⁾	04/05/2031	Common Stock ⁽¹⁾	150,000	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 10.96	06/25/2021		J ⁽¹⁾		150,000		⁽⁶⁾	04/05/2031	Class B Common Stock	150,000	\$ 0	150,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conn Wilson Grad C/O SPRINKLR, INC. 29 WEST 35TH STREET, 7TH FLOOR NEW YORK, NY 10001			Chief Experience Officer	

Signatures

/s/ Jason Minio, Attorney-in-Fact		06/29/2021
^{**} 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) 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.
- 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.
- (2) One fourth (1/4th) of the shares subject to the option award vested on April 9, 2019, and one forty-eighth (1/48th) of the shares subject to the option award vested or shall vest on the first day of each month thereafter, subject to the Reporting Person's continuous service.
- (3) One fourth (1/4th) of the shares subject to the option award vested on May 1, 2020, and one forty-eighth (1/48th) of the shares subject to the option award vested or shall vest on the first day of each month thereafter, subject to the Reporting Person's continuous service.
- (4) One fourth (1/4th) of the shares subject to the option award vested on May 11, 2021, and one forty-eighth (1/48th) of the shares subject to the option award vested or shall vest on the first day of each month thereafter, subject to the Reporting Person's continuous service.
- (5) One fourth (1/4th) of the shares subject to the option award shall vest on April 5, 2022, and one forty-eighth (1/48th) of the shares subject to the option award shall vest on the first day of each month thereafter, subject to the Reporting Person's continuous service.
- (6)

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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