

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* 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) 06/25/2021			
(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			
Common Stock	06/25/2021		J(1)	V	758,821	D	\$ 0 (1)	0	D (2) (3) (4)	
Common Stock	06/25/2021		J(1)	V	594,020	D	\$ 0 (1)	0	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Class A Common Stock	06/25/2021		P		157,720	A	\$ 16	157,720	D (2) (3) (4)	
Class A Common Stock	06/25/2021		P		123,462	A	\$ 16	123,462	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Class A Common Stock	06/25/2021		P		260,065	A	\$ 16	260,065	I	By ICONIQ Strategic Partners, L.P. (2) (4) (6)
Class A Common Stock	06/25/2021		P		65,271	A	\$ 16	65,271	I	ICONIQ Strategic Partners-B, L.P. (2) (4) (7)
Common Stock	06/25/2021		C(8)		5,722,898	A	\$ 0 (8)	6,481,719	D (2) (3) (4)	
Common Stock	06/25/2021		C(8)		4,479,873	A	\$ 0 (8)	5,073,893	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Common Stock	06/25/2021		C(8)		10,687,749	A	\$ 0 (8)	10,687,749	I	By ICONIQ Strategic Partners, L.P. (2) (4) (6)

Common Stock	06/25/2021		C ⁽⁸⁾		2,682,411	A	\$ 0 (8)	2,682,411		I	ICONIQ Strategic Partners-B, L.P. (2) (4) (7)
Common Stock	06/25/2021		J ⁽¹⁾	V	6,481,719	D	\$ 0 (1)	0		D (2) (3) (4)	
Common Stock	06/25/2021		J ⁽¹⁾	V	5,073,893	D	\$ 0 (1)	0		I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Common Stock	06/25/2021		J ⁽¹⁾	V	10,687,749	D	\$ 0 (1)	0		I	By ICONIQ Strategic Partners, L.P. (2) (4) (6)
Common Stock	06/25/2021		J ⁽¹⁾	V	2,682,411	D	\$ 0 (1)	0		I	ICONIQ Strategic Partners-B, L.P. (2) (4) (7)

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				
Series B Preferred Stock	(8)	06/25/2021		C ⁽⁸⁾			2,309,168	(8)	(8)	Common Stock	2,309,168	\$ 0 (8)	0	D (2) (3) (4)	
Series B Preferred Stock	(8)	06/25/2021		C ⁽⁸⁾			1,807,612	(8)	(8)	Common Stock	1,807,612	\$ 0 (8)	0	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Series D Preferred Stock	(8)	06/25/2021		C ⁽⁸⁾			9,418,425	(8)	(8)	Common Stock	9,418,425	\$ 0 (8)	0	I	By ICONIQ Strategic Partners, L.P. (2) (4) (6)
Series D Preferred Stock	(8)	06/25/2021		C ⁽⁸⁾			2,363,838	(8)	(8)	Common Stock	2,363,838	\$ 0 (8)	0	I	ICONIQ Strategic Partners-B, L.P. (2) (4) (7)
Series D-2 Preferred Stock	(8)	06/25/2021		C ⁽⁸⁾			2,164,349	(8)	(8)	Common Stock	2,164,349	\$ 0 (8)	0	D (2) (3) (4)	
Series D-2 Preferred Stock	(8)	06/25/2021		C ⁽⁸⁾			1,694,248	(8)	(8)	Common Stock	1,694,248	\$ 0 (8)	0	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)

Series D-2 Preferred Stock	(8)	06/25/2021		C(8)		1,269,324	(8)	(8)	Common Stock	1,269,324	\$ 0 (8)	0	I	By ICONIQ Strategic Partners, L.P. (2) (4) (6)
Series D-2 Preferred Stock	(8)	06/25/2021		C(8)		318,573	(8)	(8)	Common Stock	318,573	\$ 0 (8)	0	I	By ICONIQ Strategic Partners-B, L.P. (2) (4) (7)
Series E-1 Preferred Stock	(8)	06/25/2021		C(8)		429,327	(8)	(8)	Common Stock	429,327	\$ 0 (8)	0	D (2) (3) (4)	
Series E-1 Preferred Stock	(8)	06/25/2021		C(8)		336,077	(8)	(8)	Common Stock	336,077	\$ 0 (8)	0	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Series E-2 Preferred Stock	(8)	06/25/2021		C(8)		59,823	(8)	(8)	Common Stock	59,823	\$ 0 (8)	0	D (2) (3) (4)	
Series E-2 Preferred Stock	(8)	06/25/2021		C(8)		46,829	(8)	(8)	Common Stock	46,829	\$ 0 (8)	0	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Series F Preferred Stock	(8)	06/25/2021		C(8)		760,231	(8)	(8)	Common Stock	760,231	\$ 0 (8)	0	D (2) (3) (4)	
Series F Preferred Stock	(8)	06/25/2021		C(8)		595,107	(8)	(8)	Common Stock	595,107	\$ 0 (8)	0	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Class B Common Stock	(9)	06/25/2021		J(1)	6,481,719		(9)	(9)	Class A Common Stock	6,481,719	\$ 0 (1)	6,481,719	D (2) (3) (4)	
Class B Common Stock	(9)	06/25/2021		J(1)	5,073,893		(9)	(9)	Class A Common Stock	5,073,893	\$ 0 (1)	5,073,893	I	By ICONIQ Strategic Partners II-B, L.P. (2) (4) (5)
Class B Common Stock	(9)	06/25/2021		J(1)	10,687,749		(9)	(9)	Class A Common Stock	10,687,749	\$ 0 (1)	10,687,749	I	By ICONIQ Strategic Partners, L.P. (2) (4) (6)
Class B Common Stock	(9)	06/25/2021		J(1)	2,682,411		(9)	(9)	Class A Common Stock	2,682,411	\$ 0 (1)	2,682,411	I	By ICONIQ Strategic Partners-B, L.P. (2) (4) (7)

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, 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 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 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, MA 94111		X		
Griffith William J.G. 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		

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		06/29/2021
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		06/29/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners GP, L.P., by ICONIQ Strategic Partner TT GP, Ltd., its general partner, by Kevin Foster, its Senior Vice President, /s/ Kevin Foster		06/29/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners-B, L.P., by ICONIQ Strategic Partners GP, L.P., its general partner, by ICONIQ Strategic Partners TT GP, Ltd., its general partner, by Kevin Foster, its Senior Vice President /s/ Kevin Foster		06/29/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners II GP, L.P., ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		06/29/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners II TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster		06/29/2021
Signature of Reporting Person		Date
ICONIQ Strategic Partners GP, L.P., by ICONIQ Strategic Partners TT GP, Ltd., its general partner, by Kevin Foster, its Senior Vice President, /s/ Kevin Foster		06/29/2021
Signature of Reporting Person		Date

ICONIQ Strategic Partners TT GP, Ltd., by Kevin Foster, its Senior Vice President, /s/ Kevin Foster		06/29/2021
^{**} Signature of Reporting Person		Date
/s/ William J.G. Griffith		06/29/2021
^{**} Signature of Reporting Person		Date
/s/ Divesh Makan		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 and following the conversion of the preferred stock referenced in note 8 below, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- ICONIQ Strategic Partners II GP, L.P. ("ICONIQ GP II"), is the sole general partner of ICONIQ II-B and ICONIQ II. 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.
- (2) The shares are held by ICONIQ Strategic Partners II, L.P. ("ICONIQ II").
- 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 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.
- (3) The shares are held by ICONIQ Strategic Partners II-B, L.P. ("ICONIQ II-B").
- (4) The shares are held by ICONIQ Strategic Partners, L.P. ("ICONIQ").
- (5) The shares are held by ICONIQ Strategic Partners-B, L.P. ("ICONIQ-B").
- (6) Immediately prior to the closing of the Issuer's initial public offering, each share of Series B Preferred Stock, Series D Preferred Stock, Series D-2 Preferred Stock, Series E-1 Preferred Stock, Series E-2 Preferred Stock and Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis. The preferred stock had no expiration date.
- (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.
- (8) The shares are held by ICONIQ Strategic Partners II, L.P. ("ICONIQ II").
- (9) The shares are held by ICONIQ Strategic Partners II, L.P. ("ICONIQ II").

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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