

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

☐ 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 Thomas Ragy			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"/> Officer (give title below) Chief Executive 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) <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					
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)	28,770,704 (1) D \$ 0 (1)	0	D		
Common Stock	06/25/2021		J(1)	8,129,863 (1) D \$ 0 (1)	0	D		
Common Stock	06/25/2021		J(1)	13,106,677 (1) D \$ 0 (1)	0	D		
Common Stock	06/25/2021		J(1)	3,165,320 (1) D \$ 0 (1)	0	D		
Common Stock	06/25/2021		J(1)	500,000 (1) D \$ 0 (1)	0	D		
Class A Common Stock	06/25/2021		P	31,250 A \$ 16	31,250	D		

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	(2)	06/25/2021		J(1)	28,770,704	(2) (2)	Class A Common Stock 28,770,704	\$ 0	28,770,704	D	
Class B Common Stock	(2)	06/25/2021		J(1)	8,129,863	(2) (2)	Class A Common Stock 8,129,863	\$ 0	8,129,863	D	
Class B Common Stock	(2)	06/25/2021		J(1)	13,106,677	(2) (2)	Class A Common Stock 13,106,677	\$ 0	13,106,677	D	
Class B Common Stock	(2)	06/25/2021		J(1)	3,165,320	(2) (2)	Class A Common Stock 3,165,320	\$ 0	3,165,320	D	
Class B Common Stock	(2)	06/25/2021		J(1)	500,000	(2) (2)	Class A Common Stock 500,000	\$ 0	500,000	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)	2,318,632	(3) 03/18/2029	Common Stock (1) 2,318,632	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)	2,318,632	(3) 03/18/2029	Class B Common Stock 2,318,632	\$ 0	2,318,632	D	

Employee Stock Option (right to buy)	\$ 4.93	06/25/2021		J(1)			575,000	(4)	03/11/2030	Common Stock (1)	575,000	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 4.93	06/25/2021		J(1)		575,000		(4)	03/11/2030	Class B Common Stock	575,000	\$ 0	575,000	D	
Employee Stock Option (right to buy)	\$ 7.68	06/25/2021		J(1)			600,000	(5)	01/28/2031	Common Stock (1)	600,000	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 7.68	06/25/2021		J(1)		600,000		(5)	01/28/2031	Class B Common Stock	600,000	\$ 0	600,000	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)			2,318,632	(6)	05/18/2029	Common Stock (1)	2,318,632	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)		2,318,632		(6)	05/18/2029	Class B Common Stock	2,318,632	\$ 0	2,318,632	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)			2,318,632	(7)	05/18/2029	Common Stock (1)	2,318,632	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)		2,318,632		(7)	05/18/2029	Class B Common Stock	2,318,632	\$ 0	2,318,632	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)			2,318,632	(8)	05/18/2029	Common Stock (1)	2,318,632	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 4.25	06/25/2021		J(1)		2,318,632		(8)	05/18/2029	Class B Common Stock	2,318,632	\$ 0	2,318,632	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Ragy C/O SPRINKLR, INC. 29 WEST 35TH STREET, 7TH FLOOR NEW YORK, NY 10001	X		Chief Executive 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
- (2) 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. If the Reporting Person is terminated for cause, each share of Class B common stock will automatically convert to Class A Common Stock.
 - (3) One third (1/3th) of the shares subject to the option award vested on May 1, 2020, and one thirty-sixth (1/36th) 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 March 11, 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.
 - (5) One fifth (1/5th) of the shares subject to the option award shall vest on January 28, 2022, and one sixtieth (1/60th) 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) Fully vested and exercisable.
 - (7) The shares subject to this option shall vest upon the Issuer's Class A Common Stock closing at an average price of \$18 over thirty consecutive trading days.
 - (8) The shares subject to this option shall vest upon the Issuer's Class A Common Stock closing at an average price of \$27 over thirty consecutive trading days.

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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