

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 * Haley Daniel P <small>(Last) (First) (Middle)</small> C/O SPRINKLR, INC., 29 WEST 35TH STREET, 7TH FLOOR <small>(Street)</small> NEW YORK, NY 10001 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Sprinklr, Inc. [CXM] 3. Date of Earliest Transaction (Month/Day/Year) 04/11/2022 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>Director</small> _____ <small>10% Owner</small> _____ <input checked="" type="checkbox"/> <small>Officer (give title below)</small> _____ <small>Other (specify below)</small> _____ General Counsel and Corp. Sec. 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
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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	04/11/2022		A		100,000 <u>(1)</u>	A	\$ 0	100,000	D	
Class A Common Stock	04/11/2022		C		4,000	A	<u>(2)</u>	104,000	D	
Class A Common Stock	04/12/2022		S <u>(3)</u>		1,237	D	\$ 13.79 <u>(4)</u>	102,763	D	
Class A Common Stock	04/13/2022		C		72,917	A	<u>(2)</u>	175,680	D	
Class A Common Stock	04/13/2022		S		72,917	D	\$ 13.85 <u>(5)</u>	102,763	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	<u>(2)</u>	04/11/2022		C			4,000	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	4,000	\$ 0	144,291	D	
Employee Stock Option (right to buy)	\$ 4.25	04/13/2022		M			72,917	<u>(6)</u>	09/04/2029	Class B Common Stock	72,917	\$ 0	427,083	D	
Class B Common Stock	<u>(2)</u>	04/13/2022		M			72,917	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	72,917	\$ 4.25	217,208	D	
Class B Common Stock	<u>(2)</u>	04/13/2022		C			72,917	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	72,917	\$ 0	144,291	D	

Reporting Owners

	Relationships
Reporting Owner Name / Address	

	Director	10% Owner	Officer	Other
Haley Daniel P C/O SPRINKLR, INC. 29 WEST 35TH STREET, 7TH FLOOR NEW YORK, NY 10001			General Counsel and Corp. Sec.	

Signatures

/s/ Jason Minio, Attorney-in-Fact		04/13/2022
<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).
- (1) Represents a restricted stock unit ("RSU") award. One-fourth (1/4th) of the RSUs shall vest on March 15, 2023, and one-twelfth (1/12th) of the remaining RSUs shall vest on each subsequent June 15, September 15, December 15 and March 15 thereafter, subject to the Reporting Person's continuous service to the Issuer on each such vesting date.
- 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, subject to certain timing criteria.
- (3) Represents the number of shares required to be sold to cover the statutory tax withholding obligations in connection with the vesting of the RSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary sale by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.45 to \$14.15 inclusive. The Reporting Person undertakes (4) to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4) and (5).
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.65 to \$14.11 inclusive.
- (6) One fourth (1/4th) of the shares subject to the option award vested on September 3, 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.

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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