

# 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 *<br><b>Haley Daniel P</b>                   |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Sprinklr, Inc. [CXM]</b>              |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>General Counsel and Corp. Sec.</b> |  |
| (Last) (First) (Middle)<br><b>C/O SPRINKLR, INC., 29 WEST 35TH STREET, 7TH FLOOR</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/15/2022</b>                   |  |   |  |
| (Street)<br><b>NEW YORK, NY 10001</b>  |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)   |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |  |

| 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) |   |  |   |
| Class A Common Stock            | 08/15/2022                           |  | C                              |     | 62,000  | A          | (1)   | 162,000  | D   |
| Class A Common Stock            | 08/15/2022                           |  | S                              | (2) | 62,000  | D          | \$ 12.67 (3)  | 100,000  | D   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 |  |  |  |  |
| Employee Stock Option (right to buy)       | \$ 4.25  | 08/15/2022                           |  | M                              | (2) |   | 62,000 | (4)  | 09/04/2029      | Class B Common Stock  | 62,000                     | \$ 0                                       | 365,083  | D  |  |
| Class B Common Stock                       | (1)  | 08/15/2022                           |  | M                              | (2) |   | 62,000 | (1)  | (1)             | Class A Common Stock  | 62,000                     | \$ 4.25                                    | 205,291  | D  |  |
| Class B Common Stock                       | (1)  | 08/15/2022                           |  | C                              |     |   | 62,000 | (1)  | (1)             | Class A Common Stock  | 62,000                     | \$ 0                                       | 143,291  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Haley Daniel P<br>C/O SPRINKLR, INC.<br>29 WEST 35TH STREET, 7TH FLOOR<br>NEW YORK, NY 10001 |               |           | General Counsel and Corp. Sec. |       |

## Signatures

|                                   |            |
|-----------------------------------|------------|
| /s/ Jason Minio, Attorney-in-Fact | 08/16/2022 |
|-----------------------------------|------------|

## 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 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

- (1) 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.
- (2) This exercise and subsequent sales were made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.51 to \$12.87, inclusive. The Reporting Person undertakes 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 range set forth in this footnote.
- (4) 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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