

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Haley Daniel P</u> (Last) (First) (Middle) <u>C/O SPRINKLR, INC.</u> <u>29 WEST 35TH STREET, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10001</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sprinklr, Inc. [CXM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>General Counsel and Corp. Sec.</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
--	--	--

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	09/13/2022		C		1,000	A	(1)	101,000	D	
Class A Common Stock	09/14/2022		S ⁽²⁾		519	D	\$11.37 ⁽³⁾	100,481	D	
Class A Common Stock	09/15/2022		C		40,000	A	(1)	140,481	D	
Class A Common Stock	09/15/2022		S ⁽⁴⁾		40,481	D	\$10.66 ⁽⁵⁾	100,000	D	

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 Securities Underlying Derivative Security (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: 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	(1)	09/13/2022		C			1,000	(1)	(1)	Class A Common Stock	1,000	\$0.00	142,291	D	
Employee Stock Option (right to buy)	\$4.25	09/15/2022		M ⁽⁴⁾			40,000	(6)	09/04/2029	Class B Common Stock	40,000	\$0.00	325,083	D	
Class B Common Stock	(1)	09/15/2022		M ⁽⁴⁾		40,000		(1)	(1)	Class A Common Stock	40,000	\$4.25	182,291	D	
Class B Common Stock	(1)	09/15/2022		C			40,000	(1)	(1)	Class A Common Stock	40,000	\$0.00	142,291	D	

Explanation of Responses:

1. 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.
2. 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.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.29 to \$11.43 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. This exercise and subsequent sales were made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.35 to \$10.85, 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.
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.

Remarks:

/s/ Jason Minio, Attorney-in-Fact 09/15/2022

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

