UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 6, 2023

Sprinklr, Inc.

(Exact name of registrant as specified in its charter) 001-40528

(Commission

File Number)

Delaware

(State or other jurisdiction

of incorporation)

45-4771485

(IRS Employer

Identification No.)

	29 West 35th Street		
	7th Floor		
	New York, New York		10001
	(Address of principal executive offices)		(Zip Code)
	Registrant's Telepl	hone Number, Including Area Code:	Q17) 933-7800
	(Former Name	Not Applicable e or Former Address, if Changed Since Last	Report)
Che	ck the appropriate box below if the Form 8-K is intended to simulta	neously satisfy the filing obligation of	the registrant under any of the following provisions:
	Written communications pursuant to Rule 425 under the Securit	ies Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12 under the Exchange	Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursuant to Rule 14d-2(b)	under the Exchange Act (17 CFR 240.1	4d-2(b))
	Pre-commencement communications pursuant to Rule 13e-4(c)	under the Exchange Act (17 CFR 240.1	3e-4(c))
Seci	urities registered pursuant to Section 12(b) of the Act:		
	Title of each class	Trading Symbol	Name of each exchange on which registered
Cla	ass A Common stock, par value \$0.00003 per share	CXM	The New York Stock Exchange
the S	cate by check mark whether the registrant is an emerging growth consecurities Exchange Act of 1934 (§ 240.12b-2 of this chapter).	ompany as defined in Rule 405 of the So	ecurities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of
Eme	erging growth company		
	n emerging growth company, indicate by check mark if the registrar cunting standards provided pursuant to Section 13(a) of the Exchange		ansition period for complying with any new or revised financial

Item 2.02 Results of Operations and Financial Condition.

On September 6, 2023, Sprinklr, Inc. (the "Company") issued a press release announcing its financial results for the second quarter ended July 31, 2023. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information contained in this report, including Exhibit 99.1 attached hereto, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or subject to the liabilities of that section. The information shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission made by the Company regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
99.1	Press Release dated September 6, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 6, 2023 Sprinklr, Inc.

By: /s/ Manish Sarin

Manish Sarin

Chief Financial Officer

Sprinklr Announces Second Quarter Fiscal 2024 Results

- O2 Total Revenue of \$178.5 million, up 18% year-over-year
- Q2 Subscription Revenue of \$163.5 million, up 23% year-over-year
- Continued growth and operational improvements generate net cash provided by operating activities of \$14.6 million and free cash flow* of \$8.7 million in Q2
- RPO and cRPO up 35% and 22% year-over-year, respectively
- 120 \$1 million customers, up 22% year-over-year

NEW YORK, New York--September 6, 2023--Sprinklr (NYSE: CXM), the unified customer experience management (Unified-CXM) platform for modern enterprises, today reported financial results for its second quarter ended July 31, 2023.

"We had another solid quarter across the board with strength in Sprinklr Service product suite and a record level of profitability. Our teams continue to innovate across our unified-CXM platform with new features and enhancements to our AI+ strategy. We're encouraged by customers' growing demand to unify their front-office teams and technology leading to better customer experiences," said Ragy Thomas, Founder and CEO at Sprinklr.

Second Quarter Fiscal 2023 Financial Highlights

- Revenue: Total revenue for the second quarter was \$178.5 million, up from \$150.6 million one year ago, an increase of 18% year-over-year. Subscription revenue for the second quarter was \$163.5 million, up from \$133.1 million one year ago, an increase of 23% year-over-year.
- Operating Income (Loss) and Margin*: Second quarter operating income was \$5.5 million, compared to an operating loss of \$21.7 million one year ago. Non-GAAP operating income was \$21.3 million, compared to a non-GAAP operating loss of \$4.9 million one year ago. For the second quarter, GAAP operating margin was 3% and non-GAAP operating margin was 12%.
- Net Income (Loss) Per Share*: Second quarter net income per share, basic was \$0.04, compared to net loss per share, basic of \$0.09 in the second quarter of fiscal year 2023. Non-GAAP net income per share, basic for the second quarter was \$0.10, compared to non-GAAP net loss per share, basic of \$0.03 in the second quarter of fiscal year 2023.
- · Cash, Cash Equivalents and Marketable Securities: Total cash, cash equivalents and marketable securities as of July 31, 2023 was\$628.4 million.

^{*} Free cash flow, Non-GAAP operating income (loss), non-GAAP operating margin and non-GAAP net income (loss) per share are non-GAAP financial measures defined under "Non-GAAP Financial Measures," and are reconciled to Net cash provided by operating activities, operating income (loss), net income (loss) or income (loss) per share, as applicable, the closest comparable GAAP measure, at the end of this release.

Financial Outlook

Sprinklr is providing the following guidance for the third fiscal quarter ending October 31, 2023:

- Subscription revenue between \$164 million and \$166 million.
- Total revenue between \$179 million and \$181 million.
- Non-GAAP operating income between \$15 million and \$17 million.
- Non-GAAP net income per share between \$0.06 and \$0.07, assuming 274 million basic weighted-average shares outstanding.

Sprinklr is providing the following guidance for the full fiscal year ending January 31, 2024:

- Subscription revenue between \$658 million and \$660 million.
- Total revenue between \$719 million and \$721 million.
- Non-GAAP operating income between \$65 million and \$67 million.
- Non-GAAP net income per share between \$0.30 and \$0.31, assuming 273 million basic weighted-average shares outstanding.

Non-GAAP Financial Measures

This press release and the accompanying tables contain the following non-GAAP financial measures associated with our condensed consolidated statements of operations:

- · Non-GAAP gross profit and non-GAAP gross margin
- · Non-GAAP operating income (loss) and non-GAAP operating margin
- Non-GAAP net income (loss) and non-GAAP net income (loss) per share

We define these non-GAAP financial measures as the respective U.S. GAAP measures, excluding, as applicable, stock-based compensation expense-related charges and amortization of acquired intangible assets. We believe that it is useful to exclude stock-based compensation expense-related charges and amortization of acquired intangible assets in order to better understand the long-term performance of our core business and to facilitate comparison of our results to those of peer companies over multiple periods. In periods of net loss, we calculate non-GAAP net income (loss) per share by using non-GAAP net income (loss) divided by basic weighted average shares for the period regardless of whether we are in a non-GAAP net income or (loss) position and assuming that all potentially dilutive securities are anti-dilutive.

In addition, the press release and the accompanying tables contain free cash flow which is defined asnet cash provided by operating activities less cash used for purchases of property and equipment and capitalized internal-use software. We believe that free cash flow is a useful indicator of liquidity as it measures our ability to generate cash, or our need to access additional sources of cash, to fund operations and investments. We expect our free cash flow to fluctuate in future periods with changes in our operating expenses and as we continue to invest in our growth. We typically experience higher billings in the fourth quarter compared to other quarters and experience higher collections of accounts receivable in the first half of the year, which results in a decrease in accounts receivable in the first half of the year.

However, non-GAAP financial measures have limitations in their usefulness to investors because they have no standardized meaning prescribed by GAAP and are not prepared under any comprehensive set of accounting rules or principles. In addition, other companies, including companies in our industry, may calculate similarly titled non-GAAP financial measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. As a result, our non-GAAP financial measures are presented for supplemental informational purposes only and should not be considered in isolation or as a substitute for our consolidated financial statements presented in accordance with GAAP.

Sprinklr has not reconciled its financial outlook expectations as to non-GAAP operating income, or as to non-GAAP net income per share, to their most directly comparable U.S. GAAP measures as a result of the high variability, complexity and low visibility with respect to the charges excluded from these non-GAAP measures; in particular, the measures and effects of stock-based compensation expense specific to equity compensation awards that are directly impacted by unpredictable fluctuations in our stock price. We expect the variability of the above charges to have a significant, and potentially unpredictable, impact on our future GAAP financial results. Accordingly, reconciliation is not available without unreasonable effort, although it is important to note that these factors could be material to Sprinklr's results computed in accordance with U.S. GAAP.

Conference Call Information

Sprinklr will host a conference call today, September 6, 2023, to discuss second quarter fiscal 2024 financial results, as well as the third quarter and full year fiscal 2024 outlook, at 5:00 p.m. Eastern Time, 2:00 p.m. Pacific Time. Investors are invited to join the webcast by visiting: https://investors.sprinklr.com/. To access the call by phone, dial 877-459-3955 (domestic) or 201-689-8588 (international). The conference ID number is 13740665. The webcast will be available live, and a replay will be available following completion of the live broadcast for approximately 90 days.

About Sprinklr Inc

Sprinklr is a leading enterprise software company for all customer-facing functions. With advanced AI, Sprinklr's unified customer experience management (Unified-CXM) platform helps companies deliver human experiences to every customer, every time, across any modern channel. Headquartered in New York City with employees around the world, Sprinklr works with more than 1,400 global enterprises — brands like Microsoft, P&G, Samsung and more than 50% of the Fortune 100.

Forward-Looking Statements

This press release contains express and implied "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our financial outlook for the third quarter and full year fiscal 2024, our growth strategy and the ability of our platform to deliver a unified experience to address our customers' demands. In some cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "estimate," "expect," "intend," "may," "might," "plan," "project," "will," "would," "should," "could," "can," "predict," "potential," "target," "explore," "continue," or the negative of these terms, and similar expressions intended to identify forward-looking statements. By their nature, these statements are subject to numerous uncertainties and risks, including factors beyond our control, that could cause actual results, performance, or achievement to differ materially and adversely from those anticipated or implied in the statements, including: our rapid growth may not be indicative of our future growth; our revenue growth rate has fluctuated in prior periods; our ability to achieve or maintain profitability; we derive the substantial majority of our revenue from subscriptions to our Unified-CXM platform; our ability to manage our growth and organizational change; the market for Unified-CXM solutions is new and rapidly evolving; our ability to attract new customers in a manner that is cost-effective and assures customer success; our ability to attract and retain customers to use our products; our ability to drive customer subscription renewals and expand our sales to existing customers; our ability to effectively develop platform enhancements, introduce new products or keep pace with technological developments; the market in which we participate is new and rapidly evolving and our ability to compete effectively; our business and growth depend in part on the success of our strategic relationships with third parties; our ability to develop and maintain successful relationships with partners who provide access to data that enhances our Unified-CXM platform's artificial intelligence capabilities; the majority of our customer base consists of large enterprises, and we currently generate a significant portion of our revenue from a relatively small number of enterprises; our investments in research and development; our ability to expand our sales and marketing capabilities; our sales cycle with enterprise and international clients can be long and unpredictable; certain of our results of operations and financial metrics may be difficult to predict; our ability to maintain data privacy and data security; we rely on third-party data centers and cloud computing providers; the sufficiency of our cash and cash equivalents to meet our liquidity needs; our ability to comply with modified or new laws and regulations applying to our business; our ability to successfully enter into new markets and manage our international expansion; the attraction and retention of qualified employees and key personnel; our ability to effectively manage our growth and future expenses and maintain our corporate culture; our ability to maintain, protect, and enhance our intellectual property rights; unstable market and economic conditions, including as a result of increases in inflation rates, higher interest rates, recent bank closures or instability, public health crises and geopolitical actions, such as war and terrorism or the perception that such hostilities may be imminent; and our ability to successfully defend litigation brought against us. Additional risks and uncertainties that could cause actual outcomes and results to differ materially from those contemplated by the forward-looking statements are or will be discussed in our Quarterly Report on Form 10-Q for the quarter ended April 30, 2023, filed with the SEC on June 5, 2023, under the caption "Risk Factors," and in other filings that we make from time to time with the SEC. Forwardlooking statements speak only as of the date the statements are made and are based on information available to Sprinklr at the time those statements are made and/or management's good faith belief as of that time with respect to future events. Sprinklr assumes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made, except as required by law.

Key Business Metrics

RPO. RPO, or remaining performance obligations, represents contracted revenue that have not yet been recognized, and include deferred revenue and amounts that will be invoiced and recognized in future periods.

cRPO. cRPO, or current RPO, represents contracted revenue that have not yet been recognized, and include deferred revenue and amounts that will be invoiced and recognized in the next 12 months.

Investor Relations:

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Media & Press:

PR@sprinklr.com

Sprinklr, Inc. Condensed Consolidated Balance Sheets (in thousands, except per share data) (unaudited)

		July 31, 2023	January 31, 2023
Assets			
Current assets:			
Cash and cash equivalents	\$	147,683 \$	188,387
Marketable securities		480,725	390,239
Accounts receivable, net of allowance for doubtful accounts of \$3.6 million and \$3.2 million, respectively		177,442	205,038
Prepaid expenses and other current assets		72,039	78,865
Total current assets		877,889	862,529
Property and equipment, net		27,622	22,885
Goodwill and other intangible assets		50,254	50,349
Operating lease right-of-use assets		30,094	15,725
Other non-current assets		86,794	73,503
Total assets	\$	1,072,653 \$	1,024,991
Liabilities and stockholders' equity			
Liabilities			
Current liabilities:			
Accounts payable	\$	22,791 \$	30,101
Accrued expenses and other current liabilities	•	70,800	97,524
Operating lease liabilities, current		6,868	7,134
Deferred revenue		322,944	324,140
Total current liabilities		423,403	458,899
Deferred revenue, non-current		488	1,371
Deferred tax liability, non-current		1,303	1,289
Operating lease liabilities, non-current		24,984	9,633
Other liabilities, non-current		5,189	4,467
Total liabilities		455,367	475,659
Commitments and contingencies		,	,
Stockholders' equity			
Class A common stock		4	3
Class B common stock		4	6
Treasury stock		(23,831)	(23,831)
Additional paid-in capital		1,128,689	1,074,149
Accumulated other comprehensive loss		(4,262)	(4,384)
Accumulated deficit		(483,318)	(496,611)
Total stockholders' equity		617,286	549,332
Total liabilities and stockholders' equity	\$	1,072,653 \$	

Sprinklr, Inc.

Condensed Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

	Three Months	s En	ided July 31,	Six Months Ended July 31,					
	 2023		2022	 2023		2022			
Revenue:									
Subscription	\$ 163,452	\$	133,075	\$ 321,117	\$	260,395			
Professional services	15,013		17,555	30,711		35,213			
Total revenue	 178,465		150,630	351,828		295,608			
Costs of revenue:									
Costs of subscription (1)	27,783		25,402	55,259		50,510			
Costs of professional services (1)	15,684		16,757	30,145		33,370			
Total costs of revenue	43,467		42,159	85,404		83,880			
Gross profit	 134,998		108,471	266,424		211,728			
Operating expense:									
Research and development (1)	24,323		19,989	45,084		37,323			
Sales and marketing (1)	80,118		86,942	169,320		173,880			
General and administrative (1)	25,068		23,215	49,724		45,328			
Total operating expense	129,509		130,146	264,128		256,531			
Operating income (loss)	 5,489		(21,675)	2,296		(44,803)			
Other income (expense), net	7,237		(84)	11,996		211			
Income (loss) before provision for income taxes	 12,726		(21,759)	14,292		(44,592)			
Provision for income taxes	2,241		2,168	999		4,623			
Net income (loss)	\$ 10,485	\$	(23,927)	\$ 13,293	\$	(49,215)			
Net income (loss) per share, basic	\$ 0.04	\$	(0.09)	\$ 0.05	\$	(0.19)			
Weighted average shares used in computing net income (loss) per share, basic	268,900		258,785	267,271		257,860			
Net income (loss) per share, diluted	\$ 0.04	\$	(0.09)	\$ 0.05	\$	(0.19)			
Weighted average shares used in computing net income (loss) per share, diluted	283,853		258,785	282,951		257,860			

 $[\]ensuremath{^{(1)}}$ Includes stock-based compensation expense, net of amounts capitalized, as follows:

	Three Months	Ended J	July 31,	Six Months Ended July 31,						
(in thousands)	2023		2022		2023		2022			
Costs of subscription	\$ 290	\$	389	\$	590	\$	798			
Costs of professional services	405		779		808		1,402			
Research and development	3,897		3,148		6,964		5,496			
Sales and marketing	6,311		7,809		12,266		13,665			
General and administrative	3,962		4,072		7,547		7,350			
Stock-based compensation expense, net of amounts capitalized	\$ 14,865	\$	16,197	\$	28,175	\$	28,711			

Sprinklr, Inc. Condensed Consolidated Statements of Cash Flows (in thousands) (unaudited)

	 Six Months Ended	July 31,
	2023	2022
Cash flow from operating activities:		
Net income (loss)	\$ 13,293 \$	(49,215
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization expense	7,329	5,502
Bad debt expense	1,149	1,484
Stock-based compensation expense, net of amounts capitalized	28,175	28,711
Non-cash lease expense	2,998	3,002
Deferred income taxes	(3,402)	_
Net amortization/accretion on marketable securities	(7,998)	577
Other non-cash items, net	39	_
Changes in operating assets and liabilities:		
Accounts receivable	26,474	18,452
Prepaid expenses and other current assets	7,917	14,245
Other non-current assets	(4,874)	(393
Accounts payable	(7,897)	22,618
Operating lease liabilities	(2,896)	(3,730
Accrued expenses and other current liabilities	(25,632)	(18,714
Litigation settlement	_	(12,000
Deferred revenue	(2,156)	(6,280
Other liabilities	 616	(1,285
Net cash provided by operating activities	33,135	2,974
Cash flow from investing activities:		
Purchases of marketable securities	(288,727)	(448,083
Sales of marketable securities	380	2,838
Maturities of marketable securities	205,911	267,699
Purchases of property and equipment	(4,413)	(2,352
Capitalized internal-use software	 (5,744)	(5,016
Net cash used in investing activities	(92,593)	(184,915
Cash flow from financing activities:		
Proceeds from issuance of common stock upon exercise of stock options	21,350	10,429
Proceeds from issuance of common stock upon ESPP purchase	3,970	6,213
Net cash provided by financing activities	 25,320	16,642
Effect of exchange rate fluctuations on cash, cash equivalents and restricted cash	(89)	(1,919
Net change in cash, cash equivalents and restricted cash	(34,227)	(167,218
Cash, cash equivalents and restricted cash at beginning of period	188,387	321,426
Cash, cash equivalents and restricted cash at end of period	\$ 154,160 \$	154,208

Sprinklr, Inc. Reconciliation of Non-GAAP Measures (in thousands) (unaudited)

	Three Month	s Ende	d July 31,	Six Months Ended July 31,					
	 2023		2022		2023		2022		
Non-GAAP gross profit and non-GAAP gross margin:									
U.S. GAAP gross profit	\$ 134,998	\$	108,471	\$	266,424	\$	211,728		
Stock-based compensation expense-related charges (1)	710		1,212		1,423		2,246		
Non-GAAP gross profit	\$ 135,708	\$	109,683	\$	267,847	\$	213,974		
Gross margin	76 %)	72 %		76 %		72 %		
Non-GAAP gross margin	76 %		73 %		76 %		72 %		
Non-GAAP operating income (loss):									
U.S. GAAP operating income (loss)	\$ 5,489	\$	(21,675)	\$	2,296	\$	(44,803)		
Stock-based compensation expense-related charges (2)	15,724		16,615		29,839		29,319		
Amortization of acquired intangible assets	50		133		100		265		
Non-GAAP operating income (loss)	\$ 21,263	\$	(4,927)	\$	32,235	\$	(15,219)		
Operating margin	3 %)	(14)%		1 %		(15)%		
Non-GAAP operating margin	12 %)	(3)%		9 %		(5)%		
Free cash flow:									
Net cash provided by operating activities	\$ 14,574	\$	5,884	\$	33,135	\$	2,974		
Purchase of property and equipment	(2,788)		(1,714)		(4,413)		(2,352)		
Capitalized internal-use software	(3,061)		(2,728)		(5,744)		(5,016)		
Free cash flow	\$ 8,725	\$	1,442	\$	22,978	\$	(4,394)		

⁽¹⁾ Employer payroll tax related to stock-based compensation for the periods ended July 31, 2023 and 2022 was immaterial as it relates to the impact to gross profit.

⁽²⁾ Includes \$0.9 million and \$0.4 million of employer payroll tax related to stock-based compensation expense for the three months ended July 31, 2023 and 2022, respectively, and \$1.7 million and \$0.6 million of employer payroll tax related to stock-based compensation expense for the six months ended July 31, 2023 and 2022, respectively.

-			
Three	Months	Ended	July 31.

	2023							2022				
	(in t	(in thousands) Po		Per Share-Basic		Per Share- Diluted	(in thousands)		Per Share-Basic		F	Per Share- Diluted
Non-GAAP Net Income (Loss) reconciliation to Net Income (Loss)												
Net income (loss)	\$	10,485	\$	0.04	\$	0.04	\$	(23,927)	\$	(0.09)	\$	(0.09)
Add:												
Stock-based compensation expense-related charges		15,724		0.06		0.05		16,615		0.06		0.06
Amortization of acquired intangible assets		50		0.00		0.00		133		0.00		0.00
Total additions, net		15,774		0.06		0.05		16,748		0.06		0.06
Non-GAAP Net Income (Loss)	\$	26,259	\$	0.10	\$	0.09	\$	(7,179)	\$	(0.03)	\$	(0.03)
Weighted-average shares outstanding used in computing net income (loss) per share, basic		268,900						258,785				
Weighted average shares outstanding used in computing net income (loss) per share, diluted		283,853						258,785				

	Six Months Ended July 31,											
				2023						2022		
	(in t	(in thousands) F		Per Share-Basic		Per Share- Diluted		thousands)	Per Share-Basic			Per Share- Diluted
Non-GAAP Net Income (Loss) reconciliation to Net Income (Loss)												
Net income (loss)	\$	13,293	\$	0.05	\$	0.05	\$	(49,215)	\$	(0.19)	\$	(0.19)
Add:												
Stock-based compensation expense-related charges		29,839		0.11		0.10		29,319		0.11		0.11
Amortization of acquired intangible assets		100		0.00		0.00		265		0.00		0.00
Total additions, net		29,939		0.11		0.10		29,584		0.11		0.11
Non-GAAP Net Income (Loss)	\$	43,232	\$	0.16	\$	0.15	\$	(19,631)	\$	(0.08)	\$	(0.08)
Weighted-average shares outstanding used in computing net income (loss) per share, basic		267,271						257,860				
Weighted average shares outstanding used in computing net income (loss) per share, diluted		282,951						257,860				