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): December 4, 2024

Sprinklr, Inc.

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

(Commission File Number)

Delaware

(State or other jurisdiction

of incorporation)
441 9th Avenue

45-4771485

(IRS Employer

Identification No.)

New York, New York		10001
(Address of principal executive offices)		(Zip Code)
Registrant's Telepl	hone Number, Including Area Code: θ	17) 933-7800
(Former Name	Not Applicable e or Former Address, if Changed Since Last F	Report)
Check the appropriate box below if the Form 8-K is intended to simulta	aneously satisfy the filing obligation of th	ne registrant under any of the following provisions:
☐ Written communications pursuant to Rule 425 under the Securit	ties 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 240.14	d-2(b))
\square Pre-commencement communications pursuant to Rule 13e-4(c)	under the Exchange Act (17 CFR 240.13	e-4(c))
Securities registered pursuant to Section 12(b) of the Act:		
Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common stock, par value \$0.00003 per share	CXM	The New York Stock Exchange
Indicate by check mark whether the registrant is an emerging growth of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company □	ompany as defined in Rule 405 of the Sec	curities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of
Emerging growth company		
If an emerging growth company, indicate by check mark if the registrar accounting standards provided pursuant to Section 13(a) of the Exchange		sition period for complying with any new or revised financial
		sition period for complying with any new or revised financial
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Item 2.02 Results of Operations and Financial Condition.

On December 4, 2024, Sprinklr, Inc. (the "Company") issued a press release announcing its financial results for the third quarter ended October 31, 2024. 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 (the "Exchange Act"), 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 (the "SEC") 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 December 4, 2024.
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: December 4, 2024 Sprinklr, Inc.

By: /s/ Manish Sarin

Manish Sarin

Chief Financial Officer

Sprinklr Announces Third Quarter Fiscal 2025 Results

- Q3 Total Revenue of \$200.7 million, up 8% year-over-year
- Q3 Subscription Revenue of \$180.6 million, up 6% year-over-year
- Q3 net cash provided by operating activities of \$9.2 million and free cash flow* of \$4.9 million
- RPO and cRPO up 17% and 11% year-over-year, respectively
- 147 \$1 million customers, up 20% year-over-year

NEW YORK, New York--December 4, 2024--Sprinklr (NYSE: CXM), the unified customer experience management (Unified-CXM) platform for modern enterprises, today reported financial results for its third fiscal quarter ended October 31, 2024.

"Sprinklr's third quarter results delivered a 12% non-GAAP operating margin and positive free cash flow," said Rory Read, Sprinklr's President and CEO. Read continued, "Since joining the company, I have seen first-hand the strengths that set us apart: our industry-leading technology, exceptional roster of customers and partners, and a strong market fit. While there is work ahead in becoming a Rule of 40 company, we are confident in our ability to accelerate growth and deliver meaningful margin expansion - creating value for our customers, partners and stockholders."

Third Quarter Fiscal 2025 Financial Highlights

- Revenue: Total revenue for the third quarter was \$200.7 million, up from \$186.3 million one year ago, an increase of 8% year-over-year. Subscription revenue for the third quarter was \$180.6 million, up from \$170.5 million one year ago, an increase of 6% year-over-year.
- Operating Income and Margin*: Third quarter GAAP operating income was \$7.9 million, compared to operating income of \$13.2 million one year ago. Non-GAAP operating income was \$23.3 million, compared to non-GAAP operating income of \$27.4 million one year ago. For the third quarter, GAAP operating margin was 4% and non-GAAP operating margin was 12% compared to GAAP operating margin of 7% and non-GAAP operating margin of 15% in the third quarter of fiscal year 2024.
- Net Income Per Share^s: Third quarter GAAP net income per share, diluted was \$0.04, compared to net income per share, diluted of \$0.06 in the third quarter of fiscal year 2024. Non-GAAP net income per share, diluted for the third quarter was \$0.10, compared to non-GAAP net income per share, diluted of \$0.11 in the third quarter of fiscal year 2024.
- Cash, Cash Equivalents and Marketable Securities: Total cash, cash equivalents and marketable securities as of October 31, 2024 was\$476.6 million.
- * Free cash flow, non-GAAP operating income, non-GAAP operating margin and non-GAAP net income 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, net income or net income 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 fourth fiscal quarter ending January 31, 2025:

- Subscription revenue between \$180 million and \$181 million.
- Total revenue between \$200 million and \$201 million.
- Non-GAAP operating income between \$17.5 million and \$18.5 million.
- Non-GAAP net income per share of approximately \$0.07 assuming 265 million diluted weighted-average shares outstanding.

Sprinklr is providing the following guidance for the full fiscal year ending January 31, 2025:

- Subscription revenue between \$715.9 million and \$716.9 million.
- Total revenue between \$793.9 million and \$794.9 million.
- Non-GAAP operating income between \$76.4 million and \$77.4 million.
- · Non-GAAP net income per share between \$0.31 and \$0.32, assuming 275 million diluted weighted-average shares outstanding.

Non-GAAP Financial Measures

In addition to our results determined in accordance with U.S. GAAP, we believe that the following non-GAAP financial measures associated with our condensed consolidated statements of operations are useful in evaluating our operating performance:

- Non-GAAP gross profit and non-GAAP gross margin;
- · Non-GAAP operating income and non-GAAP operating margin; and
- Non-GAAP net income and non-GAAP net income per share.

We define these non-GAAP financial measures as the respective U.S. GAAP measures, excluding, as applicable, stock-based compensation expense and 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 addition, we believe that free cash flow is also a useful non-GAAP financial measure. Free cash flow is defined as net 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 U.S. 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 U.S. 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 respective 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 U.S. 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, December 4, 2024, to discuss third quarter fiscal 2025 financial results, as well as the fourth quarter and full year fiscal 2025 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 13750163. 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 1,800 valuable enterprises — global brands like Microsoft, P&G, Samsung and more than 60% of the Fortune 100. Sprinklr's value to the enterprise is simple: We un-silo teams to make customers happier.

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 fourth quarter and full year fiscal 2025, the impact of, and our ability to execute, our corporate strategies and business initiatives, including our ability to accelerate growth and deliver meaningful margin expansion, our expectations regarding our free cash flow, stock-based compensation expense-related charges and amortization of acquired intangible assets. In some cases, you can identify forward-looking statements by terms such as "anticipate," "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 fluctuations in inflation and interest rates, 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 July 31, 2024, filed with the SEC on September 4, 2024, under the caption "Risk Factors," and in other filings that we make from time to time with the SEC. Forward-looking 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 revenues 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 revenues that have not yet been recognized, and include deferred revenue and amounts that will be invoiced and recognized in the next 12 months

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Sprinklr, Inc. Condensed Consolidated Balance Sheets (in thousands) (unaudited)

	Od	ctober 31, 2024	January 31, 2024
Assets			
Current assets:			
Cash and cash equivalents	\$	93,239 \$	164,024
Marketable securities		383,404	498,531
Accounts receivable, net of allowance of \$9.0 million and \$5.3 million, respectively		174,218	267,731
Prepaid expenses and other current assets		78,916	70,690
Total current assets		729,777	1,000,976
Property and equipment, net		33,146	32,176
Goodwill and other intangible assets		49,913	50,145
Operating lease right-of-use assets		47,467	31,058
Other non-current assets		109,998	108,755
Total assets	\$	970,301 \$	1,223,110
Liabilities and stockholders' equity			
Liabilities			
Current liabilities:			
Accounts payable	\$	32,693 \$	34,691
Accrued expenses and other current liabilities		67,923	93,187
Operating lease liabilities, current		7,228	5,730
Deferred revenue		311,009	374,552
Total current liabilities		418,853	508,160
Deferred revenue, non-current		2,737	506
Deferred tax liability, non-current		1,475	1,474
Operating lease liabilities, non-current		43,930	27,562
Other liabilities, non-current		6,282	5,704
Total liabilities		473,277	543,406
Commitments and contingencies			
Stockholders' equity			
Class A common stock		4	4
Class B common stock		4	4
Treasury stock		(23,831)	(23,831)
Additional paid-in capital		1,249,724	1,182,150
Accumulated other comprehensive loss		(4,031)	(3,836)
Accumulated deficit		(724,846)	(474,787)
Total stockholders' equity		497,024	679,704
Total liabilities and stockholders' equity	\$	970,301 \$	1,223,110

Sprinklr, Inc.

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

		Three Months E	nded (October 31,		Nine Months Ended October 31,					
		2024		2023	2024			2023			
Revenue:	<u> </u>										
Subscription	\$	180,634	\$	170,464	\$	535,856	\$	491,581			
Professional services		20,055		15,861		57,999		46,572			
Total revenue	<u></u>	200,689		186,325		593,855		538,153			
Costs of revenue:											
Costs of subscription (1)		35,723		29,877		102,599		85,136			
Costs of professional services (1)		22,098		16,571		60,663		46,716			
Total costs of revenue		57,821		46,448		163,262		131,852			
Gross profit		142,868		139,877		430,593		406,301			
Operating expense:											
Research and development (1)		23,280		23,146		69,441		68,230			
Sales and marketing (1)		77,576		75,446		245,557		244,766			
General and administrative (1)		34,123		28,096		102,084		77,820			
Total operating expense		134,979		126,688		417,082		390,816			
Operating income		7,889		13,189		13,511		15,485			
Other income, net		5,495		6,328		19,409		18,324			
Income before provision for income taxes		13,384		19,517		32,920		33,809			
Provision for income taxes		2,929		2,550		9,990		3,549			
Net income	\$	10,455	\$	16,967	\$	22,930	\$	30,260			
Net income per share, basic	\$	0.04	\$	0.06	\$	0.09	\$	0.11			
Weighted average shares used in computing net income per share, basic		253,807		271,202		262,030		268,596			
Net income per share, diluted	\$	0.04	\$	0.06	\$	0.08	\$	0.11			
Weighted average shares used in computing net income per share, diluted		261,972		288,121		275,109		285,985			

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

		Three Months E	nded	October 31,	Nine Months Ended October 31,						
(in thousands)		2024		2023		2024		2023			
Costs of subscription	\$	335	\$	268	\$	945	\$	858			
Costs of professional services		400		331		1,081		1,139			
Research and development		2,896		2,128		8,304		9,092			
Sales and marketing		5,091		6,132		16,497		18,398			
General and administrative		6,508		5,071		17,350		12,618			
Stock-based compensation expense, net of amounts capitalized	\$	15,230	\$	13,930	\$	44,177	\$	42,105			

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

	Nine Mont	Nine Months Ended Octob				
	2024		2023			
Cash flow from operating activities:						
Net income	\$ 22	2,930 \$	30,260			
Adjustments to reconcile net income to net cash provided by operating activities:						
Depreciation and amortization expense	1:	3,815	11,283			
Provision for credit losses	1:	2,413	3,370			
Stock-based compensation, net of amounts capitalized	4-	1,177	42,103			
Non-cash lease expense		5,186	6,102			
Deferred income taxes		38	(3,205			
Net amortization/accretion on marketable securities	(9	,830)	(12,379			
Other non-cash items, net		207	50			
Changes in operating assets and liabilities:						
Accounts receivable	8),653	47,876			
Prepaid expenses and other current assets	(9	,129)	2,240			
Other non-current assets	(3	,867)	(8,424			
Accounts payable	(1	,653)	(8,878			
Operating lease liabilities	(2	3,928)	(6,098			
Accrued expenses and other current liabilities	(2)	,929)	(23,744			
Deferred revenue	(60),462)	(26,807			
Other liabilities		604	399			
Net cash provided by operating activities	7:	2,225	54,162			
Cash flow from investing activities:						
Purchases of marketable securities	(329	,258)	(443,850			
Proceeds from sales and maturities of marketable securities	45.	3,863	362,793			
Purchases of property and equipment	(:	5,000)	(6,494			
Capitalized internal-use software	(9	,609)	(8,791			
Net cash provided by (used in) investing activities	10	9,996	(96,338			
Cash flow from financing activities:						
Proceeds from issuance of common stock upon exercise of stock options	1:	3,919	32,33			
Proceeds from issuance of common stock upon ESPP purchases	-	3,403	3,970			
Payments for repurchase of Class A common shares	(273	3,873)	_			
Net cash (used in) provided by financing activities	(25)	,551)	36,30			
Effect of exchange rate fluctuations on cash, cash equivalents and restricted cash	(1	,596)	(1,648			
Net change in cash, cash equivalents and restricted cash	(70),926)	(7,523			
Cash, cash equivalents and restricted cash at beginning of period	17:	2,429	188,38			
Cash, cash equivalents and restricted cash at end of period		1,503 \$	180,864			

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

	Three Months E	nded (October 31,		Nine Months E	nded October 31,			
	 2024		2023		2024		2023		
Non-GAAP gross profit and non-GAAP gross margin:									
U.S. GAAP gross profit	\$ 142,868	\$	139,877	\$	430,593	\$	406,301		
Stock-based compensation expense and related charges (1)	740		612		2,064		2,035		
Non-GAAP gross profit	\$ 143,608	\$	140,489	\$	432,657	\$	408,336		
Gross margin	 71 %		75 %		73 %)	75 %		
Non-GAAP gross margin	72 %		75 %		73 %)	76 %		
Non-GAAP operating income:									
U.S. GAAP operating income	\$ 7,889	\$	13,189	\$	13,511	\$	15,485		
Stock-based compensation expense and related charges (2)	15,376		14,204		45,243		44,043		
Amortization of acquired intangible assets	18		50		118		150		
Non-GAAP operating income	\$ 23,283	\$	27,443	\$	58,872	\$	59,678		
Operating margin	 4 %		7 %		2 %	,	3 %		
Non-GAAP operating margin	12 %		15 %		10 %)	11 %		
Free cash flow:									
Net cash provided by operating activities	\$ 9,191	\$	21,027	\$	72,225	\$	54,162		
Purchase of property and equipment	(972)		(2,081)		(5,000)		(6,494)		
Capitalized internal-use software	(3,318)		(3,047)		(9,609)		(8,791)		
Free cash flow	\$ 4,901	\$	15,899	\$	57,616	\$	38,877		

⁽¹⁾ Employer payroll tax related to stock-based compensation for the periods ended October 31, 2024 and 2023 was immaterial as it relates to the impact to gross profit.

⁽²⁾ Includes \$0.1 million and \$0.3 million of employer payroll tax related to stock-based compensation for the three months ended October 31, 2024 and 2023, respectively, and \$1.1 million and \$1.9 million of employer payroll tax related to stock-based compensation expense for the nine months ended October 31, 2024 and 2023, respectively.

Three	Months	Fndad	October	31
I III ree	VIOILLIS	Luueu	October	.71.

		2024		2023							
	(in thousands)		Per Share-Basic		Per Share- Diluted		(in thousands)		Per Share-Basic		Per Share- Diluted
Non-GAAP net income reconciliation to net income											
Net income	\$ 10,45	5 \$	\$ 0.04	\$	0.04	\$	16,967	\$	0.06	\$	0.06
Add:											
Stock-based compensation expense and related charges	15,37	6	0.06		0.06		14,204		0.06		0.05
Amortization of acquired intangible assets	1	8	0.00		0.00		50		0.00		0.00
Total additions, net	15,39	4	0.06		0.06		14,254		0.06		0.05
Non-GAAP net income	\$ 25,84	9 \$	\$ 0.10	\$	0.10	\$	31,221	\$	0.12	\$	0.11
Weighted-average shares outstanding			253,807		261,972				271,202		288,121

Nine Months Ended October 31,

	2024							2023						
	(in thousands)		Per Share-Basic		Per Share- Diluted		(in thousands)		Per Share-Basic			Per Share- Diluted		
Non-GAAP net income reconciliation to net income														
Net income	\$	22,930	\$	0.09	\$	0.08	\$	30,260	\$	0.11	\$	0.11		
Add:														
Stock-based compensation expense and related charges		45,243		0.17		0.17		44,043		0.17		0.15		
Amortization of acquired intangible assets		118		0.00		0.00		150		0.00		0.00		
Total additions, net		45,361		0.17		0.17		44,193		0.17		0.15		
Non-GAAP net income	\$	68,291	\$	0.26	\$	0.25	\$	74,453	\$	0.28	\$	0.26		
Weighted-average shares outstanding				262,030		275,109				268,596		285,985		