

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <b>Tiscornia Anthony D</b>			2. Issuer Name and Ticker or Trading Symbol <b>Coupa Software Inc [ COUP ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Accounting Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/20/2020</b>			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		
C/O COUPA SOFTWARE INC. 1855 S. GRANT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	SAN MATEO CA 94402							
(City)	(State)	(Zip)						

**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			
Common Stock	06/20/2020		M		828	A	\$0	1,028	D	
Common Stock	06/22/2020		S		442	D	\$260.5994 <sup>(1)</sup>	586	D	
Common Stock	06/20/2020		M		95	A	\$0	681	D	
Common Stock	06/22/2020		S		51	D	\$260.5994 <sup>(1)</sup>	630	D	
Common Stock	06/20/2020		M		763	A	\$0	1,393	D	
Common Stock	06/22/2020		S		407	D	\$260.5994 <sup>(1)</sup>	986	D	
Common Stock	06/20/2020		M		501	A	\$0	1,487	D	
Common Stock	06/22/2020		S		268	D	\$260.5994 <sup>(1)</sup>	1,219	D	
Common Stock	06/20/2020		M		100	A	\$0	1,319	D	
Common Stock	06/22/2020		S		54	D	\$260.5994 <sup>(1)</sup>	1,265	D	
Common Stock	06/20/2020		M		297	A	\$0	1,562	D	
Common Stock	06/22/2020		S		159	D	\$260.5994 <sup>(1)</sup>	1,403	D	
Common Stock	06/20/2020		M		127	A	\$0	1,530	D	
Common Stock	06/22/2020		S		68	D	\$260.5994 <sup>(1)</sup>	1,462	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				
Restricted Stock Unit	(2)	06/20/2020		M		828		(3)	(3)	Common Stock	828	\$0	2,484	D	
Restricted Stock	(2)	06/20/2020		M		95		(4)	(4)	Common Stock	95	\$0	668	D	
Restricted Stock Unit	(2)	06/20/2020		M		763		(4)	(4)	Common Stock	763	\$0	5,342	D	
Restricted Stock Unit	(2)	06/20/2020		M		501		(5)	(5)	Common Stock	501	\$0	5,513	D	
Restricted Stock Unit	(2)	06/20/2020		M		100		(5)	(5)	Common Stock	100	\$0	1,103	D	
Restricted Stock Unit	(2)	06/20/2020		M		297		(6)	(6)	Common Stock	297	\$0	4,462	D	
Restricted Stock Unit	(2)	06/20/2020		M		127		(6)	(6)	Common Stock	127	\$0	1,913	D	

**Explanation of Responses:**

1. As previously disclosed, these shares of common stock were automatically sold to satisfy the reporting person's tax withholding obligations in a non-discretionary transaction.
2. Each Restricted Stock Unit converts into common stock on a one-for-one basis.
3. These RSUs vest quarterly over a four year period, and the first quarterly vesting occurred on June 20, 2017. Vested shares will be delivered to the reporting person upon vest date. Unless otherwise provided, on each vest date shares of common stock will automatically be sold to satisfy the reporting person's tax withholding obligations in a non-discretionary transaction.
4. These RSUs vest quarterly over a four year period, and the first quarterly vesting occurred on June 20, 2018. Vested shares will be delivered to the reporting person upon vest date. Unless otherwise provided, on each vest date shares of common stock will automatically be sold to satisfy the reporting person's tax withholding obligations in a non-discretionary transaction.
5. These RSUs vest quarterly over a four year period, and the first quarterly vesting occurred on June 20, 2019. Vested shares will be delivered to the reporting person upon vest date. Unless otherwise provided, on each vest date shares of common stock will automatically be sold to satisfy the reporting person's tax withholding obligations in a non-discretionary transaction.
6. These RSUs vest quarterly over a four year period, and the first quarterly vesting occurred on June 20, 2020. Vested shares will be delivered to the reporting person upon vest date. Unless otherwise provided, on each vest date shares of common stock will automatically be sold to satisfy the reporting person's tax withholding obligations in a non-discretionary transaction.

**Remarks:**

[/s/ Jon Stueve, Authorized  
Signatory for Anthony  
Tiscornia](#)                      [06/23/2020](#)

\*\* 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.

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