

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* <u>Winter Steven M</u>			2. Issuer Name and Ticker or Trading Symbol <u>Coupa Software Inc [ COUP ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Revenue Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2020</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		
C/O COUPA SOFTWARE INC. 1855 S. GRANT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(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	03/20/2020		M		572	A	\$0	5,454	D	
Common Stock	03/23/2020		S		274	D	\$131.3103 <sup>(1)</sup>	5,180	D	
Common Stock	03/20/2020		M		747	A	\$0	5,927	D	
Common Stock	03/23/2020		S		357	D	\$131.313 <sup>(1)</sup>	5,886 <sup>(2)</sup>	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
Restricted Stock Units	(3)	03/20/2020		A		8,839		(4)	(4)	Common Stock	8,839	\$0	8,839	D	
Restricted Stock Units	(3)	03/20/2020		M		572		(5)	(5)	Common Stock	572	\$0	4,580	D	
Restricted Stock Units	(3)	03/20/2020		M		747		(6)	(6)	Common Stock	747	\$0	8,964	D	
Performance Stock Units	(7)	03/20/2020		A		6,862		(8)	(8)	Common Stock	6,862	\$0	6,862	D	

**Explanation of Responses:**

- 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.
- Includes 316 shares acquired under the ESPP Purchase on March 15, 2020.
- Each Restricted Stock Unit converts into common stock on a one-for-one basis.
- These RSUs vest quarterly over a four year period, and the first quarterly vesting is scheduled to occur 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.
- 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.
- 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.
- Each Performance Stock Unit converts into common stock on a one-for-one basis.
- The PSU will vest dependent upon achievement of both performance-based and service-based conditions.

**Remarks:**

/s/ Jon Stueve, Authorized  
Signatory for Steven M. Winter 03/24/2020

\*\* 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.

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.