

OMB APPROVAL	
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

ANNUAL 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>Brennan Michelle</u> (Last) (First) (Middle) C/O COUPA SOFTWARE INC. 1855 S. GRANT STREET (Street) SAN MATEO CA 94402 (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/31/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/29/2020		P4	40	A	\$339.13	140 ⁽¹⁾	I	By Trust ⁽³⁾
Common Stock	03/12/2021		P4	50	A	\$192.09	190	I	By Trust ⁽³⁾
Common Stock	12/01/2021		P4	60	A	\$274.68	250 ⁽²⁾	I	By Trust ⁽³⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Reflects the amount of shares of common stock beneficially owned as of January 31, 2021. These shares were purchased directly by the Reporting Person and transferred to The Michelle M Brennan Revocable Trust during the year ended January 31, 2022, as further discussed in footnote 2 below.
- Reflects the amount of common stock beneficially owned as of the year ended January 31, 2022. These shares of common stock were purchased directly by the Reporting Person and subsequently transferred to The Michelle M Brennan Revocable Trust during the year ended January 31, 2022 (the transfer did not change the Reporting Person's pecuniary interest in the subject common stock). This amount does not reflect 413 shares of common stock held directly by the Reporting Person as of January 31, 2022 (such shares were issued upon vesting of restricted stock units during the year ended January 31, 2022, as previously reported on Form 4).
- Shares held in The Michelle M Brennan Revocable Trust.

Remarks:

/s/ Jon Stueve, Authorized
Signatory for Michelle 03/08/2022
Brennan

** 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.