

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. \_\_)\*

Coupa Software Inc  
(Name of Issuer)

Common Stock, \$0.0001 par value  
(Title of Class of Securities)

22266L106  
(CUSIP Number)

Whale Rock Capital Management LLC  
2 International Place, 24th Floor  
Boston, MA 02110  
(617) 502-9909

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 24, 2019  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

Whale Rock Capital Management LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

- (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

00,000

6. SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

3,400,255

7. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

00,000

8. SHARED DISPOSITIVE POWER

3,400,255

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,400,255

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.72%

12. TYPE OF REPORTING PERSON (see instructions)

OO

1. NAMES OF REPORTING PERSONS

Alexander Sacerdote

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF SHARES

00,000

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6. SHARED VOTING POWER

3,400,255

7. SOLE DISPOSITIVE POWER

00,000

8. SHARED DISPOSITIVE POWER

3,400,255

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,400,255

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.72%

12. TYPE OF REPORTING PERSON (see instructions)

IN

**Item 1.**

(a) Name of Issuer  
Coupa Software Inc

(b) Address of Issuer's Principal Executive Offices  
1855 S. Grant Street, San Mateo, CA 94402

**Item 2.**

(a) Name of Person Filing  
Whale Rock Capital Management LLC  
Alexander Sacerdote

(b) Address of the Principal Office or, if none, residence  
2 International Place, 24th Floor, Boston, MA 02110

(c) Citizenship  
Delaware  
USA

(d) Title of Class of Securities  
Common Stock, \$0.0001 par value

(e) CUSIP Number  
22266L106

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Reference is hereby made to Items 5-9 and 11 of this Schedule, which Items are incorporated by reference herein.

The securities to which this Schedule relates (the "Securities") are owned by certain investment limited partnerships for which Whale Rock serves as investment manager. Whale Rock, as those investment limited partnerships' investment manager, and Alexander Sacerdote, as managing member and owner of Whale Rock, may therefore be deemed to beneficially own Securities owned by such investment limited partnerships for the purposes of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), insofar as they may be deemed to have the power to direct the voting or disposition of those Securities.

Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that Whale Rock or Alexander Sacerdote is, for any other purpose, the beneficial owner of any of the Securities, and each of Whale Rock and Alexander Sacerdote disclaims beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein.

Under the definition of "beneficial ownership" in Rule 13d-3 under the Act, it is also possible that the individual general partners, executive officers, and members of the foregoing entities might be deemed the "beneficial owners" of some or all of the Securities insofar as they may be deemed to share the power to direct the voting or disposition of the Securities. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of such individuals is, for any purpose, the beneficial owner of any of the Securities, and such beneficial ownership is expressly disclaimed.

The calculation of percentage of beneficial ownership in Item 11 was derived from the Issuer's Quarterly Statement on Schedule 10-Q filed with the Securities and Exchange Commission on December 10, 2018, in which the Issuer stated that the number of Common Stock shares outstanding as of December 6, 2018 was 59,444,864.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Whale Rock Flagship Master Fund, LP

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 1, 2019

Date

/s/ Alexander Sacerdote

Signature

Name: Alexander Sacerdote  
Title: Managing Member of Whale Rock Capital  
Management LLC and Individually

**Exhibits**

**Exhibit 99.1** Joint Filing Agreement by and between the Reporting Persons incorporated by reference to Exhibit 99.1 to this Schedule 13G.

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of February 1, 2019 is by and among Whale Rock Capital Management LLC and Alexander Sacerdote (collectively, the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to shares of Common Stock, \$0.0001 par value, of Coupa Software Inc beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon one week's prior written notice (or such lesser period of notice as the Filers may mutually agree) to the other party.

Executed and delivered as of the date first above written.

WHALE ROCK CAPITAL MANAGEMENT

By: /s/ Alexander Sacerdote

Name: Alexander Sacerdote

Title: Managing Member of Whale Rock Capital Management LLC and Individually