

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Winter Steven M</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X Chief Revenue Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 07/13/2020					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) X 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 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	07/13/2020		M		11,336	A	\$13.04	18,252	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		200	D	\$282.57 <sup>(2)</sup>	18,052	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		1,671	D	\$283.9927 <sup>(3)</sup>	16,381	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		531	D	\$285.0319 <sup>(4)</sup>	15,850	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		300	D	\$285.7333 <sup>(5)</sup>	15,550	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		300	D	\$287.58 <sup>(6)</sup>	15,250	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		300	D	\$289 <sup>(7)</sup>	14,950	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		600	D	\$290.0817 <sup>(8)</sup>	14,350	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		100	D	\$291.15	14,250	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		200	D	\$292.33	14,050	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		300	D	\$294.21 <sup>(9)</sup>	13,750	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		100	D	\$296.23	13,650	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		600	D	\$298.2124 <sup>(10)</sup>	13,050	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		820	D	\$299.2512 <sup>(11)</sup>	12,230	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		308	D	\$300.8979 <sup>(12)</sup>	11,922	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		100	D	\$301.5886 <sup>(13)</sup>	11,822	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		1,486	D	\$303.468 <sup>(14)</sup>	10,336	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		1,420	D	\$304.361 <sup>(15)</sup>	8,916	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		300	D	\$305.1767 <sup>(16)</sup>	8,616	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		300	D	\$306.4267 <sup>(17)</sup>	8,316	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		300	D	\$307.4833 <sup>(18)</sup>	8,016	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		500	D	\$309.374 <sup>(19)</sup>	7,516	D	
Common Stock	07/13/2020		s <sup>(1)</sup>		600	D	\$310.0983 <sup>(20)</sup>	6,916	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					

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$13.04	07/13/2020		M			11,336	(21)	09/07/2026	Common Stock	11,336	\$0	22,673	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 9, 2019.
- This transaction was executed in multiple trades at prices ranging from \$282.10 to \$283.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$283.34 to \$284.32. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$284.53 to \$285.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$285.69 to \$285.82. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$287.41 to \$287.76. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$288.53 to \$289.35. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$289.74 to \$290.35. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$293.76 to \$294.45. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$297.76 to \$298.63. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$298.98 to \$299.80. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$300.07 to \$301.03. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$301.58 to \$301.66. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$302.80 to \$303.76. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$303.83 to \$304.65. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$305.00 to \$305.42. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$306.03 to \$306.66. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$307.06 to \$307.73. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$308.77 to \$309.68. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$310.04 to \$310.29. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- 25% of the stock option became exercisable on September 2, 2017, with the remainder exercisable in 36 equal monthly installments thereafter provided the reporting person remains in continuous service on each vesting date; option may also be exercised early subject to Issuer's right of repurchase.

**Remarks:**

/s/ Jon Stueve, Authorized  
 Signatory for Steven M. Winter 07/15/2020

\*\* 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.