

<b>OMB APPROVAL</b>	
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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).

**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

<b>1. Name and Address of Reporting Person*</b> <u>BERNSHTEYN ROBERT</u>  (Last) (First) (Middle) C/O COUPA SOFTWARE INC. 1855 S. GRANT STREET  (Street) SAN MATEO CA 94402  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Coupa Software Inc [ COUP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/20/2018	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	12/20/2018		M		4,853	A	\$0	150,403	D	
Common Stock	12/21/2018		S		2,807 <sup>(1)</sup>	D	\$56.09	147,596	D	
Common Stock	12/20/2018		M		5,287	A	\$0	152,883	D	
Common Stock	12/21/2018		S		3,058 <sup>(1)</sup>	D	\$56.08	149,825	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 Unit	(2)	12/20/2018		M		4,853		(3)	(3)	Common Stock	4,853	\$0	43,676	D	
Restricted Stock Unit	(2)	12/20/2018		M		5,287		(4)	(4)	Common Stock	5,287	\$0	68,728	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.
- 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 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.
- These RSUs vest quarterly over a four year period, with the first vesting date is scheduled to occur 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.

**Remarks:**

/s/ Jon Stueve, Authorized Signatory For: Robert Bernshteyn 12/21/2018

\*\* 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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