

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Rankin Aaron Edward Frederick</u>  (Last) (First) (Middle) 131 SOUTH DEARBORN ST. SUITE 700  (Street) CHICAGO IL 60603  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sprout Social, Inc. [ SPT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	11/18/2020		C		102,977	A	\$0.00	102,977	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/18/2020		S		3,790	D	\$42.916 <sup>(2)</sup>	99,187	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/18/2020		S		800	D	\$43.763 <sup>(3)</sup>	98,387	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/18/2020		S		10,507	D	\$42.827 <sup>(4)</sup>	87,880	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/18/2020		S		1,903	D	\$43.674 <sup>(5)</sup>	85,977	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/18/2020		S		61,774	D	\$42.766 <sup>(6)</sup>	24,203	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/18/2020		S		24,203	D	\$43.433 <sup>(7)</sup>	0.00	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		C		17,000	A	\$0.00	17,000	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		1,710	D	\$42.111 <sup>(8)</sup>	15,290	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		2,100	D	\$43.047 <sup>(9)</sup>	13,190	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		5,483	D	\$44.194 <sup>(10)</sup>	7,707	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		3,117	D	\$44.643 <sup>(11)</sup>	4,590	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		600	D	\$41.963 <sup>(12)</sup>	3,990	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		850	D	\$42.921 <sup>(13)</sup>	3,140	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		1,897	D	\$44.18 <sup>(14)</sup>	1,243	I	See footnote <sup>(1)</sup>
Class A Common Stock	11/19/2020		S		1,243	D	\$44.623 <sup>(15)</sup>	0.00	I	See footnote <sup>(1)</sup>

**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					

Class B Common Stock	(16)	11/18/2020	Table II - Derivative Securities Acquired, Disposed of, (e.g., puts, calls, warrants, options, conversions)			Class A Common Stock	102,977	Owned \$0.00	3,752,701	I	See footnote <sup>(1)</sup>
Class B of Common Stock (Instr. 3)	2. Conversion or Exercise Price of (16)	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 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year) (16)	7. Class A Common Stock Acquired (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Ownership (Instr. 4)
Explanation of Responses:											

1. Following the transactions reported herein, this represents (i) 1,021,318 shares of Class A common stock held by the Aaron Edward Frederick Rankin Revocable Trust, of which Mr. Rankin serves as the sole trustee; (ii) 1,250,962 shares of Class B common stock held by the Rankin Family 2013 Trust, of which Yeming Shi Rankin, Mr. Rankin's spouse, serves as the sole trustee; (iii) 3,735,701 shares of Class B common stock held by the Rankin Family 2013 Non-Exempt Trust, of which Yeming Shi Rankin serves as the sole trustee; and (iv) 0 shares of Class B common stock held by the Rankin Family 2013 Trust, the Rankin Family 2013 Non-Exempt Trust and the Yeming Shi Rankin Revocable Trust, of which Yeming Shi Rankin serves as the sole trustee. Yeming Shi Rankin may be deemed to have sole voting and dispositive power with respect to the Class B common stock held by each of the Rankin Family 2013 Trust, the Rankin Family 2013 Non-Exempt Trust and the Yeming Shi Rankin Revocable Trust.

2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.43 to \$43.41 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.46 to \$44.05 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.34 to \$43.33 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.34 to \$44.05 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.19 to \$43.18 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.19 to \$44.05 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.430 to \$42.410 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.53 to \$43.46 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.53 to \$44.51 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.53 to \$44.81 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

12. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.43 to \$42.41 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

13. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.44 to \$43.43 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

14. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.45 to \$44.44 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

15. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.45 to \$44.82 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

16. Shares of Class B Common Stock have no economic rights and each share entitles its holder to 10 votes per share. Each share of Class B Common Stock is exchangeable by the holder on a one-for-one basis for Class A Common Stock at any time and does not expire.

**Remarks:**

The transactions disclosed in this form 4 occurred under a 10b5-1 plan.

/s/ Heidi Jonas, Attorney-in-fact 11/20/2020  
for Aaron E.F. Rankin

\*\* 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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