

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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	
OMB Number:	3235-0104
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<b>1. Name and Address of Reporting Person*</b> <u>Rankin Aaron Edward Frederick</u> (Last) (First) (Middle) 131 SOUTH DEARBORN ST. SUITE 700 (Street) CHICAGO IL 60603 (City) (State) (Zip)			<b>2. Date of Event Requiring Statement</b> (Month/Day/Year) 12/12/2019		<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Sprout Social, Inc. [ SPT ]</u>	
			<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Technology Officer		<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Common Stock <sup>(1)</sup>	(2)	(2)	Class A Common Stock	4,065,678	(2)	I

**Explanation of Responses:**

- Represents shares of Class A Common Stock and Class B Common Stock that will be owned by the Reporting Person following the Issuers reclassification of its Common Stock and the Class B Exchange, respectively, as described in the Registration Statement on Form S-1 filed by the Issuer with the Securities and Exchange Commission.
- 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.
- Represents (i) 1,087,198 shares held by the Aaron Edward Frederick Rankin Revocable Trust, of which Mr. Rankin serves as the sole trustee; (ii) 1,250,962 shares held by the Rankin Family 2013 Trust; (iii) 1,641,541 shares held by the Rankin Family 2013 Non-Exempt Trust; and (iv) 85,977 shares held by the Yeming Shi Rankin Revocable Trust. The Reporting Persons spouse is the sole trustee, and may be deemed to have sole voting and dispositive power with respect to the shares held by, each of the Rankin Family 2013 Trust, the Rankin Family 2013 Non-Exempt Trust and the Yeming Shi Rankin Revocable Trust.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Heidi Jonas, Attorney-in-fact for Aaron E.F. Rankin 12/12/2019

\*\* 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 5 (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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Sprout Social, Inc. (the "Company"), the undersigned hereby constitutes and appoints the individ

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "Exch
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D or 13G (
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, (

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Compar

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and Forms 3, 4, and 5 with resp

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of November, 2019.

/s/ Aaron Rankin

Aaron Edward Frederick Rankin

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Heidi Jonas
2. Joseph Del Preto