

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Kreuziger Jason</u> (Last) (First) (Middle) 200 WEST STREET (Street) NEW YORK NY 10282 (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	12/13/2019		P		15,000	A	\$18.05	10,393,809 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	12/13/2019		P		300	A	\$18.05	10,394,109 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	12/13/2019		P		500	A	\$18.01	10,394,609 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	12/13/2019		P		25,000	A	\$16.64	10,419,609 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	12/13/2019		S		40,800	D	\$17.19	10,378,809 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/09/2020		P		300	A	\$28.9	10,379,156 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/09/2020		S		300	D	\$28.9	10,378,856 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/09/2020		P		300	A	\$28.9	10,379,156 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/09/2020		S		300	D	\$28.9	10,378,856 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/10/2020		P		50,000	A	\$28.04	10,428,908 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/10/2020		S		50,000	D	\$28.04	10,378,908 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/14/2020		S		100	D	\$25.41	10,378,781 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/14/2020		S		100	D	\$25.39	10,378,681 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/14/2020		S		100	D	\$25.4	10,378,581 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽²⁾⁽³⁾	07/14/2020		P		300	A	\$25.4	10,378,881 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Class A Common Stock ⁽¹⁾⁽³⁾⁽⁶⁾	11/12/2020		J ⁽⁶⁾		1,401,879	A	\$50.09	7,351,746 ⁽⁴⁾⁽⁵⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾

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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title of Underlying Derivative Security (Instr. 3 and 4)	9. Amount or Number of Shares Underlying Derivative Security (Instr. 3 and 4)	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	---	--------------------------------	--	--	---	---	---	---	---	--

Explanation of Responses:

1. Without conceding riskless principal trades in connection with client trade facilitation in the ordinary course of business can result in liability under Section 16(b), the amount of profit potentially recoverable by Sprout Social, Inc. (the "Issuer") from the reported transactions has been deemed to be zero.

2. These transactions in the Issuer's Class A common stock (the "Common Stock") have previously been reported on Form 4 and were effected by Goldman Sachs & Co. LLC ("Goldman Sachs") acting as agent on behalf of certain international affiliates that had entered into riskless principal trades in connection with client trade facilitation in the ordinary course of their business.

3. The Reporting Person is a managing director of Goldman Sachs. Goldman Sachs is a direct subsidiary of The Goldman Sachs Group, Inc. ("Goldman Sachs Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Exchange Act, or for any other purpose.

4. After giving effect to the distribution-in-kind on November 12, 2020, Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 7,351,746 shares of Common Stock by reason of the direct or indirect beneficial ownership of: (i) 7,251,268 shares by Broad Street Principal Investments, L.L.C., (ii) 38,855 shares of Common Stock held by GS Fund Holdings, L.L.C., (iii) 72 shares of Common Stock held by MBD Advisors, L.L.C., (iv) 144 shares of Common Stock held by Bridge Street Advisors, L.L.C., (v) 662 shares of Common Stock held by certain investment entities (the "GS Funds") of which Goldman Sachs is the investment manager and affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing general partner, managing partner, managing member or member, and (vi) Goldman Sachs may be deemed to beneficially own 60,745 shares of Common Stock.

5. The Reporting Person holds 6,420 Restricted Stock Units ("RSUs") on behalf of GS Group, which will vest on the earlier of (i) the day immediately preceding the date of the first annual meeting of the Issuer's stockholders following the date of the grant and (ii) the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Common Stock of the Issuer and has no expiration date. In the November 12, 2020 distribution-in-kind, the Reporting Person received 734 shares of Common Stock in his personal capacity as a limited partner of the GS Funds.

6. This transaction reflects the receipt of shares of Common Stock pursuant to a pro rata distribution-in-kind by the GS Funds.

Remarks:

/s/ Nathan R. Burby, Attorney-in-fact 11/12/2020

** 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.