

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>SANDELL SCOTT D</u> (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Street) TIMONIUM MD 21093 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2020	
	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	11/13/2020		j ⁽¹⁾		2,500,000	D	\$0.00	3,082,854	I	See Note 2 ⁽²⁾
Class A Common Stock	11/13/2020		j ⁽³⁾		767,500	A	\$0.00	767,500	I	See Note 4 ⁽⁴⁾
Class A Common Stock	11/13/2020		j ⁽⁵⁾		767,500	D	\$0.00	0	I	See Note 4 ⁽⁴⁾
Class A Common Stock	11/13/2020		j ⁽⁶⁾		165,945	A	\$0.00	165,945	I	See Note 7 ⁽⁷⁾
Class A Common Stock	11/13/2020		j ⁽⁸⁾		20,578	A	\$0.00	20,578	I	See Note 9 ⁽⁹⁾

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)					

Explanation of Responses:

- New Enterprise Associates 13, L.P. ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 2,500,000 shares of Class A Common Stock of the Issuer to its general partner and its limited partners on November 13, 2020.
- The Reporting Person is a director of NEA 13 GP, LTD ("NEA 13 LTD"), which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of NEA 13 which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Reporting Person has no pecuniary interest.
- NEA Partners 13 received 767,500 shares of Class A Common Stock of the Issuer in the distribution by NEA 13 on November 13, 2020.
- The Reporting Person is a director of NEA 13 LTD, which is the sole general partner of NEA Partners 13, the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA Partners 13 shares in which the Reporting Person has no pecuniary interest.
- NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 767,500 shares of Class A Common Stock of the Issuer to its limited partners on November 13, 2020.
- New Enterprise Associates, LLC ("NEA LLC") received 165,945 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on November 13, 2020.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the NEA LLC shares in which the Reporting Person has no pecuniary interest.
- The Reporting Person, as trustee of the Blue Mountain Trust, dated April 29, 2019 (the "Blue Mountain Trust"), received 20,578 shares of Class A Common Stock of the Issuer in the distribution by NEA Partners 13 on November 13, 2020.
- The Reporting Person is the trustee of the Blue Mountain Trust, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of such portion of the Blue Mountain Trust shares in which the Reporting Person has no pecuniary interest.

Remarks:

/s/ Sasha Keough, attorney-in-fact 11/17/2020

** 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.