

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |         |          |   |  |  |   |  |  |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Howard Justyn Russell</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Sprout Social, Inc. [ SPT ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CEO and Chairman of the Board</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/08/2021</u>             |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| 131 SOUTH DEARBORN ST.<br>SUITE 700                                      |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |  |   |  |  |
| (Street)<br><u>CHICAGO IL 60603</u>                                      |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)   |         |          |   |  |  |   |  |  |

**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            | 01/08/2021                           |  | C <sup>(1)</sup>               |   | 20,000  | A          | \$0.00                  | 20,000  | I  | See footnote <sup>(2)</sup>                           |
| Class A Common Stock            | 01/08/2021                           |  | S <sup>(1)</sup>               |   | 6,613   | D          | \$50.443 <sup>(3)</sup> | 13,387  | I  | See footnote <sup>(2)</sup>                           |
| Class A Common Stock            | 01/08/2021                           |  | S <sup>(1)</sup>               |   | 12,414  | D          | \$51.145 <sup>(4)</sup> | 973   | I  | See footnote <sup>(2)</sup>                           |
| Class A Common Stock            | 01/08/2021                           |  | S <sup>(1)</sup>               |   | 973   | D          | \$51.844 <sup>(5)</sup> | 0.00  | I  | See footnote <sup>(2)</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 | Title   | Amount or Number of Shares |  |  |   |  |
| Class B Common Stock                       | (6)  | 01/08/2021                           |  | C <sup>(1)</sup>               |   |  | 20,000  | (6)  | (6)             | Class A Common Stock  | 20,000                     | \$0.00                                     | 3,136,471  | I   | See footnote <sup>(2)</sup>                            |
| Class B Common Stock                       | (6)  | 01/08/2021                           |  | G <sup>(7)</sup>               |   |  | 120,000 | (6)  | (6)             | Class A Common Stock  | 120,000                    | \$0.00                                     | 3,016,471 <sup>(2)</sup>   | I   | See footnote <sup>(2)</sup>                            |
| Class B Common Stock                       | (6)  | 01/08/2021                           |  | G <sup>(7)</sup>               |   | 120,000  |         | (6)  | (6)             | Class A Common Stock  | 120,000                    | \$0.00                                     | 3,136,471  | I   | See footnote <sup>(2)</sup>                            |
| Class B Common Stock                       | (6)  |                                      |  |                                |   |  |         | (6)  | (6)             | Class A Common Stock  | 518,874                    |  | 518,874  | D   |  |

**Explanation of Responses:**

- This transaction occurred under a 10b5-1 plan.
- Following the transactions reported herein, this represents (i) 2,381,471 shares of Class B common stock held by the JRH Revocable Trust, of which the Reporting Person serves as the sole trustee; (ii) 170,000 shares of Class B common stock held by the EEH Revocable Trust, of which the Reporting Person's spouse serves as the sole trustee; (iii) 285,000 shares of Class B common stock held by the JRH Gift Trust, of which the Reporting Person's spouse serves as the sole trustee; and (iv) 300,000 shares of Class B common stock held by the EEH Gift Trust, of which the Reporting Person serves as the sole trustee.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.74 to \$50.73 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.74 to \$51.70 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.74 to \$52.09 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.
- 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.
- On January 8, 2021, the Reporting Person made a bona fide gift of 120,000 shares of Issuer Class B Common Stock from the JRH Revocable Trust, of which the Reporting Person serves as the sole trustee, to the EEH Revocable Trust, of which the Reporting Person's spouse serves as the sole trustee.

**Remarks:**

/s/ Heidi Jonas, Attorney-in-fact 01/11/2021  
for Justyn R. Howard

\*\* 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.

