SEC Form 4

FORM 4

TED STATES SECURITIES AND EXCHANGE COM	MISSION
Westig store D.O. 00540	

Washington, D.C. 20549

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).
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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

1. Name and Address of Reporting Person [*] Tandon Kalyani			2. Issuer Name and Ticker or Trading Symbol <u>Intapp</u> , Inc. [INTA]	(Check	tionship of Reporting Per (all applicable) Director Officer (give title	10% Owner		
(Last) (First) (Middle) C/O INTAPP, INC.			3. Date of Earliest Transaction (Month/Day/Year) 11/17/2023	Х	below) Chief Accounting (Other (specify below) g Officer		
3101 PARK BLVD			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	,			
(Street) PALO ALTO	СА	94306		X	Form filed by One Rep Form filed by More that Person	Ū.		
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					
			Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See	to a contr Instructio	ract, instruction or written pla n 10.	an that is intended to		

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	11/17/2023		A		12,250	A	\$0 ⁽¹⁾	33,310	D	
Common Stock	11/20/2023		S ⁽²⁾		929	D	\$ 38.7439 ⁽³⁾	32,381(4)	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

										<i></i>				
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. Transa Code (8)		ion of Expiration Date Amount of Derivative derivative str. Derivative (Month/Day/Year) Securities Securities Securities Securities Underlying (instr. 5) Beneficially Derivative Owned		Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date Amount of Month/Day/Year) Securities Underlying Derivative Security (Instr.		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			

Explanation of Responses:

1. The shares of Intapp, Inc.'s (the "Issuer") common stock reported in this Form 4 represent shares earned, as certified by the audit committee of the board of directors of the Issuer on November 17, 2023, based on the level of achievement of the applicable performance conditions over the applicable performance period, in respect of performance share units granted pursuant to the Intapp, Inc. 2021 Omnibus Incentive Plan. The earned shares of Issuer common stock reported in this Form 4 were subject to service-based vesting requirements that lapsed on November 20, 2023.

2. Shares of the Issuer's common stock sold for tax liability incurred upon the vesting of performance share units granted pursuant to the Intapp, Inc. 2021 Omnibus Incentive Plan. Shares were sold pursuant to a 10b5-1 plan put in place by the Company on June 15, 2023.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.41 to \$39.02, inclusive. The reporting person undertakes to provide to Intapp, Inc., any security holder of Intapp, Inc. or 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).

4. The shares of the Issuer's common stock held by the Reporting Person are subject to the restrictions on transfer set forth in the Lock-Up Agreement dated November 14, 2023 by and among the Reporting Person and Citigroup Global Markets Inc. as underwriter named in the Underwriting Agreement (the "Underwriting Agreement") filed with the SEC as Exhibit 1.1 to the Form 8-K filed by the Issuer on November 17, 2023.

/s/ Brian Grube, Attorney-in-	
Fact	

<u>y-m-</u> <u>11/21/2023</u>

** 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.