



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

December 2, 2019

Justyn Howard  
Chief Executive Officer  
Sprout Social, Inc.  
131 South Dearborn St., Suite 700  
Chicago, Illinois 60603

**Re: Sprout Social, Inc.**  
**Registration Statement on Form S-1**  
**Exhibit No. 10.4**  
**Filed October 25, 2019**  
**File No. 333-234316**

Dear Mr. Howard:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance