

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL	
OMB Number: 3235-0101	
Expires: July 31, 2023	
Estimated average burden hours per response..... 1.00	
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	
WORK LOCATION	
(e) TELEPHONE NO.	
AREA CODE (866)	NUMBER 878-3231

1 (a) NAME OF ISSUER (Please type or print) Sprout Social, Inc.			1 (b) IRS IDENT. NO. 27-2404165		1 (c) S.E.C. FILE NO. 001-39156	
1 (d) ADDRESS OF ISSUER			STREET		CITY	
			STATE		ZIP CODE	
131 South Dearborn St., Suite 700			Chicago		Illinois 60603	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD The Goldman Sachs Group, Inc.*			2 (b) RELATIONSHIP TO ISSUER Affiliate of director		2 (c) ADDRESS STREET CITY STATE ZIP CODE 200 West Street New York NY 10282	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	3 (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	3 (c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	3 (d) Aggregate Market Value (See instr. 3(d))	3 (e) Number of Shares or Other Units Outstanding (See instr. 3(e))	3 (f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	3 (g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Class A Common Stock	Barclays Capital Inc. 745 7th Avenue New York, NY 10019		1,714,001	\$124,779,272.80	44,121,698	3/2/2021	Nasdaq

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A Common Stock	2/9/2016	Private placement	Sprout Social, Inc.	5,325,611	4/15/2016	Cash
Class A Common Stock	4/15/2016	Private placement	Sprout Social, Inc.	832,126	4/15/2016	Cash
Class A Common Stock	12/11/2017	Private placement	Sprout Social, Inc.	3,952,393	12/11/2017	Cash
Class A Common Stock	12/13/2018	Private placement	Sprout Social, Inc.	268,679	12/13/2018	Cash

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
The Goldman Sachs Group, Inc.* 200 West Street New York, NY 10282 USA	Class A Common Stock	12/4/2020	775,000	\$0
The Goldman Sachs Group, Inc.* 200 West Street New York, NY 10282 USA	Class A Common Stock	1/8/2021	640	\$29,267.52
The Goldman Sachs Group, Inc.* 200 West Street New York, NY 10282 USA	Class A Common Stock	2/25/2021	613,000	\$0
The Goldman Sachs Group, Inc.* 200 West Street New York, NY 10282 USA	Class A Common Stock	2/26/2021	771	\$53,349.04

REMARKS:

* The 1,714,001 shares that may be sold are deemed to be beneficially owned by The Goldman Sachs Group, Inc. and Goldman Sachs & Co. LLC. The 1,714,001 shares are directly owned by (i) GS Fund Holdings LLC (39,071 shares), (ii) Broad Street Principal Investments, L.L.C. (1,674,268 shares), (iii) Bridge Street 2016, L.P. (139 shares), (iv) MBD 2016, L.P. (58 shares), (v) Stone Street 2016, L.P. (307 shares) and (vi) 2016 Offshore Aggregator, L.P. (158 shares) (collectively, the "GS Entities"). The Goldman Sachs Group, Inc., Goldman, Sachs & Co. L.L.C. or their affiliates are the general partner, managing partner, managing member, member or investment manager of one or more of the GS Entities.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

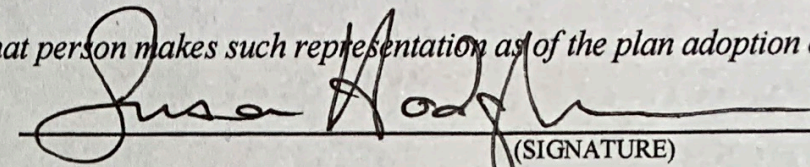
The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction

March 1, 2021

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

given, that person makes such representation as of the plan adoption or instruction date.


(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)