

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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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>Ansell Joseph</u> _____ (Last) (First) (Middle) 305 MAIN STREET _____ (Street) REDWOOD CA 94063 CITY _____ (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/16/2020 | 3. Issuer Name and Ticker or Trading Symbol <u>Sumo Logic, Inc.</u> [SUMO] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | 5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 25,000 ⁽¹⁾ | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series A Preferred Stock | (2) | (2) | Common Stock | 7,771,788 | (2) | I | See footnote ⁽³⁾ |
| Series A Preferred Stock | (2) | (2) | Common Stock | 699,692 | (2) | I | See footnote ⁽⁴⁾ |
| Series A Preferred Stock | (2) | (2) | Common Stock | 248,520 | (2) | I | See footnote ⁽⁵⁾ |
| Series B Preferred Stock | (2) | (2) | Common Stock | 2,828,264 | (2) | I | See footnote ⁽³⁾ |
| Series B Preferred Stock | (2) | (2) | Common Stock | 254,628 | (2) | I | See footnote ⁽⁴⁾ |
| Series B Preferred Stock | (2) | (2) | Common Stock | 90,440 | (2) | I | See footnote ⁽⁵⁾ |
| Series C Preferred Stock | (2) | (2) | Common Stock | 2,542,885 | (2) | I | See footnote ⁽³⁾ |
| Series C Preferred Stock | (2) | (2) | Common Stock | 228,935 | (2) | I | See footnote ⁽⁴⁾ |
| Series C Preferred Stock | (2) | (2) | Common Stock | 81,314 | (2) | I | See footnote ⁽⁵⁾ |
| Series D Preferred Stock | (2) | (2) | Common Stock | 1,629,792 | (2) | I | See footnote ⁽³⁾ |
| Series D Preferred Stock | (2) | (2) | Common Stock | 146,730 | (2) | I | See footnote ⁽⁴⁾ |
| Series D Preferred Stock | (2) | (2) | Common Stock | 52,116 | (2) | I | See footnote ⁽⁵⁾ |
| Series E Preferred Stock | (2) | (2) | Common Stock | 1,654,051 | (2) | I | See footnote ⁽³⁾ |
| Series E Preferred Stock | (2) | (2) | Common Stock | 148,914 | (2) | I | See footnote ⁽⁴⁾ |
| Series E Preferred Stock | (2) | (2) | Common Stock | 52,892 | (2) | I | See footnote ⁽⁵⁾ |
| Series F Preferred Stock | (2) | (2) | Common Stock | 331,020 | (2) | I | See footnote ⁽³⁾ |
| Series F Preferred Stock | (2) | (2) | Common Stock | 29,801 | (2) | I | See footnote ⁽⁴⁾ |
| Series F Preferred Stock | (2) | (2) | Common Stock | 10,585 | (2) | I | See footnote ⁽⁵⁾ |

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series G Preferred Stock | (2) | (2) | Common Stock | 161,822 | (2) | I | See footnote ⁽³⁾ |
| Series G Preferred Stock | (2) | (2) | Common Stock | 14,568 | (2) | I | See footnote ⁽⁴⁾ |
| Series G Preferred Stock | (2) | (2) | Common Stock | 5,175 | (2) | I | See footnote ⁽⁵⁾ |

Explanation of Responses:

1. These shares are represented by restricted stock units ("RSUs"). Each RSU represents the Reporting Person's right to receive one share of Common Stock of the Issuer subject to the applicable vesting schedule and the Reporting Person's continued role as a service provider to the Issuer.

2. The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock and Series G Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.

3. These shares are held of record by Greylock XIII Limited Partnership ("Greylock XIII LP"). The Reporting Person disclaims beneficial ownership of the securities held by Greylock XIII LP except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission by the Reporting Person of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

4. These shares are held of record by Greylock XIII-A Limited Partnership ("Greylock XIII-A LP"). The Reporting Person disclaims beneficial ownership of the securities held by Greylock XIII-A LP except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission by the Reporting Person of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

5. These shares are held of record by Greylock XIII GP LLC ("Greylock XIII GP"). The Reporting Person disclaims beneficial ownership of the securities held by Greylock XIII GP except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission by the Reporting Person of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Katherine Haar,
Attorney-in-fact

09/16/2020

** 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Sumo Logic, Inc. (the "Company"), hereby constitutes and appoints Katherine Haar and Jennifer McCord the undersigned's true and lawful attorneys-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

This Power of Attorney is executed as of the date set forth below.

Signature: /s/ Joseph Ansanelli

Print Name: Joseph Ansanelli

Dated: 9/16/2020
