

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* <u>Mengoli Jeff</u>			2. Issuer Name and Ticker or Trading Symbol <u>BigCommerce Holdings, Inc. [ BIGC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Legal Officer/Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
11305 FOUR POINTS DRIVE BUILDING II, THIRD FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>AUSTIN TX 78726</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			
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		1,401	D	\$55.7225 <sup>(2)</sup>	137,056	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		900	D	\$54.5456 <sup>(3)</sup>	136,156	D	
Series 1 Common Stock	05/28/2021		M <sup>(4)</sup>		3,000	A	\$3.03	139,156	D	
Series 1 Common Stock	05/28/2021		M <sup>(5)</sup>		2,000	A	\$3.03	141,156	D	
Series 1 Common Stock	05/28/2021		S		6,063 <sup>(6)</sup>	D	\$55.4644	135,093	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		600	D	\$56.5483 <sup>(7)</sup>	134,493	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		99	D	\$57.43 <sup>(8)</sup>	134,394	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		800	D	\$54.7826 <sup>(9)</sup>	133,594	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		800	D	\$55.9462 <sup>(10)</sup>	132,794	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		400	D	\$56.9775 <sup>(11)</sup>	132,394	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		8,500	D	\$56.5324 <sup>(12)</sup>	123,894	D	
Series 1 Common Stock	05/28/2021		S <sup>(1)</sup>		1,485	D	\$57.1704 <sup>(13)</sup>	122,409	D	

**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
Non-Qualified Stock Option (Right to Buy)	\$3.03	05/28/2021		M <sup>(4)</sup>			3,000	11/30/2018 <sup>(14)</sup>	11/30/2028	Series 1 Common Stock	3,000	\$0.00	79,000	D	
Non-Qualified Stock Option (Right to Buy)	\$3.03	05/28/2021		M <sup>(5)</sup>			2,000	11/30/2018 <sup>(14)</sup>	11/30/2028	Series 1 Common Stock	2,000	\$0.00	77,000	D	

**Explanation of Responses:**

- This sale was effected pursuant to the Rule 10b5-1 trading plans adopted by the reporting person on November 30, 2020 and March 10, 2021.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.22 to \$56.2199, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 2 to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.19 to \$55.1899, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 3 to this Form 4.
- The stock option exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2020.
- The stock option exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2021.
- Reflects units sold by the reporting person to cover tax withholding obligations in connection with the vesting and settlement of RSUs granted on May 27, 2020. The sale was to satisfy tax withholding

obligations to be funded by a mandatory "sell to cover" transaction and does not represent a discretionary transaction by the reporting person.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.28 to \$57.2799, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 7 to this Form 4.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.43 to \$58.4299, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 8 to this Form 4.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.33 to \$55.3299, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 9 to this Form 4.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.51 to \$56.5099, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 10 to this Form 4.

11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.60 to \$57.5999, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 11 to this Form 4.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.03 to \$57.0299, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 12 to this Form 4.

13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.09 to \$58.0899, inclusive. The reporting person undertakes to provide to BigCommerce Holdings, Inc., any security holder of BigCommerce Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the ranges set forth in Footnote 13 to this Form 4.

14. Option was immediately exercisable on the date of grant.

**Remarks:**

Jeff Mengoli

06/02/2021

\*\* 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.**