

PHILLIPS STUART G
Form 4
March 23, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bay Management Co XI LLC

(Last) (First) (Middle)

490 S. CALIFORNIA AVENUE,
SUITE 200

(Street)

PALO ALTO, CA 94306

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cornerstone OnDemand Inc [CSOD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 | | | |
| Common Stock | 03/22/2011 | | C | | 4,202,478 | A | $\frac{(1) (2) (3)}{(4) (5)}$ | 4,252,228 | I | See footnote (6) |
| Common Stock | 03/22/2011 | | X | | 1,273,901 | A | (7) | 5,526,129 | I | See footnote (6) |
| Common Stock | 03/22/2011 | | F | | 165,264 | D | \$ 18.5 | 5,360,865 | I | See footnote (6) |
| Common Stock | 03/22/2011 | | S | | 696,500 | D | \$ 12.0718 | 4,664,365 | I | See footnote |

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| | | | | | | | | (6) | |
|--------------|------------|--|---|--------|---|-------------------------------|--------|-----|------------------|
| Common Stock | 03/22/2011 | | C | 21,119 | A | $\frac{(1) (2) (3)}{(4) (5)}$ | 21,369 | I | See footnote (8) |
| Common Stock | 03/22/2011 | | X | 6,402 | A | (7) | 2,771 | I | See footnote (8) |
| Common Stock | 03/22/2011 | | F | 831 | D | \$ 18.5 | 26,940 | I | See footnote (8) |
| Common Stock | 03/22/2011 | | S | 3,500 | D | \$ 12.0718 | 23,440 | I | See footnote (8) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Series A Convertible Preferred Stock | (1) | 03/22/2011 | | C | | 82,915 | | (1) | (1) | Comm Stock |
| Series B Convertible Preferred Stock | (2) | 03/22/2011 | | C | | 19,900 | | (2) | (2) | Comm Stock |
| Series C Convertible Preferred Stock | (3) | 03/22/2011 | | C | | 217,656 | | (3) | (3) | Comm Stock |
| Series D Convertible Preferred Stock | (4) | 03/22/2011 | | C | | 3,731,250 | | (4) | (4) | Comm Stock |

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| | | | | | | | |
|---|------------|------------|---------------------|-----------|-------------|-------------|--------------------------------|
| Series E Convertible Preferred Stock | <u>(5)</u> | 03/22/2011 | C | 150,757 | <u>(5)</u> | <u>(5)</u> | Comm Stock |
| Series D Convertible Preferred Warrant (right to buy) | \$ 2.4 | 03/22/2011 | C ⁽⁸⁾ | 1,243,750 | <u>(4)</u> | <u>(4)</u> | Series Convert Preferred Stock |
| Series E Convertible Preferred Warrant (right to buy) | \$ 2.4 | 03/22/2011 | C ⁽⁹⁾ | 30,151 | <u>(5)</u> | <u>(5)</u> | Series Convert Preferred Stock |
| Common Stock Warrant (right to buy) | \$ 2.4 | 03/22/2011 | C ⁽⁸⁾⁽⁹⁾ | 1,273,901 | <u>(10)</u> | <u>(10)</u> | Comm Stock |
| Common Stock Warrant (right to buy) | \$ 2.4 | 03/22/2011 | X | 1,273,901 | <u>(7)</u> | <u>(7)</u> | Comm Stock |
| Series A Convertible Preferred Stock | <u>(1)</u> | 03/22/2011 | C | 417 | <u>(1)</u> | <u>(1)</u> | Comm Stock |
| Series B Convertible Preferred Stock | <u>(2)</u> | 03/22/2011 | C | 100 | <u>(2)</u> | <u>(2)</u> | Comm Stock |
| Series C Convertible Preferred Stock | <u>(3)</u> | 03/22/2011 | C | 1,094 | <u>(3)</u> | <u>(3)</u> | Comm Stock |
| Series D Convertible Preferred Stock | <u>(4)</u> | 03/22/2011 | C | 18,750 | <u>(4)</u> | <u>(4)</u> | Comm Stock |
| Series E Convertible Preferred Stock | <u>(5)</u> | 03/22/2011 | C | 758 | <u>(5)</u> | <u>(5)</u> | Comm Stock |

| | | | | | | | |
|--|--------|------------|---------------------|-------|------|------|---------------------------------------|
| Series D Convertible Preferred Warrant (right to buy) | \$ 2.4 | 03/22/2011 | C ⁽⁸⁾ | 6,250 | (4) | (4) | Series Convert Preferr Stock |
| Series E Convertible Preferred Warrant (right to buy) | \$ 2.4 | 03/22/2011 | C ⁽⁹⁾ | 152 | (5) | (5) | Series Convert Preferr Stock |
| Common Stock Warrant (right to buy) | \$ 2.4 | 03/22/2011 | C ⁽⁸⁾⁽⁹⁾ | 6,402 | (10) | (10) | Comm Stock |
| Common Stock Warrant (right to buy) | \$ 2.4 | 03/22/2011 | X | 6,402 | (7) | (7) | Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bay Management Co XI LLC 490 S. CALIFORNIA AVENUE, SUITE 200 PALO ALTO, CA 94306 | | X | | |
| Bay Partners XI L P 490 S. CALIFORNIA AVENUE, SUITE 200 PALO ALTO, CA 94306 | | X | | |
| BAY PARTNERS XI PARALLEL FUND L P 490 S. CALIFORNIA AVENUE, SUITE 200 PALO ALTO, CA 94306 | | X | | |
| PHILLIPS STUART G 490 S. CALIFORNIA AVENUE, SUITE 200 PALO ALTO, CA 94306 | | X | | |

Signatures

/s/ Stuart G. Phillips, as Manager of Bay Management Company XI, LLC 03/22/2011
 **Signature of Reporting Person Date

/s/ Stuart G. Phillips, as Manager of Bay Management Company XI, LLC, the General Partner of Bay Partners XI, L.P. 03/22/2011

