Cornerstone OnDemand Inc

Form 4

August 29, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

08/28/2013

08/29/2013

(Print or Type Responses)

| 1. Name and Seymour S                  | Address of Reporting teven D                  | Symbol                                | er Name <b>and</b> Ticker or Trading   | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|--|---|---------------------------------------|--|---|--|--|--|
| ONDEMA                                 | NERSTONE<br>ND, INC., 1601<br>FIELD BLVD., SI | (Middle) 3. Date<br>(Month,<br>08/28/ | of Earliest Transaction<br>/Day/Year)  | (Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  EVP of Strategic Accounts  |  |  |  |
|  | (Street)                                      | Filed(M                               | nendment, Date Original<br>onth/Day/Year)  | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  |  |  |  |
| (City)  1.Title of Security (Instr. 3) | (State)  2. Transaction Date (Month/Day/Year) | e 2A. Deemed                          | 3. 4. Securities Acquired (A Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) | uired, Disposed of, or Beneficially Owned  5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4) |  |  |  |

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

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5,000

5,000

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823,876

818,876

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(1)

50.3008

\$ 50.7

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### Edgar Filing: Cornerstone OnDemand Inc - Form 4

#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Titl | le and   | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate         | Amou    | ınt of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under   | rlying   | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Secur   | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |         |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |               |             |         |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |         |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |         |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |         |          |             | `      |
|             |             |                     |                    |            | 4, and 5)  |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |         | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        | Title   | Number   |             |        |
|             |             |                     |                    |            |            | Lacroisdoic   | Dute        |         | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |         | Shares   |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                                 |       |  |  |
|--|---------------|-----------|---------------------------------|-------|--|--|
| 1  | Director      | 10% Owner | Officer                         | Other |  |  |
| Seymour Steven D C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404 |               |           | EVP of<br>Strategic<br>Accounts |       |  |  |

## **Signatures**

/s/ Adam J. Weiss, by power of attorney 08/29/2013

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).

This sale price represents the weighted average sale price of the shares sold ranging from \$50.30 to \$50.34 per share. Upon request by the (1) Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

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