Wallack Perry A. Form 3 March 16, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Cornerstone OnDemand Inc [CSOD] Wallack Perry A. (Month/Day/Year) 03/16/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O CORNERSTONE (Check all applicable) ONDEMAND, INC., 1601 CLOVERFIELD BLVD., SUITE 10% Owner Director 620 SOUTH _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Chief Financial Officer Filing(Check Applicable Line) _X_ Form filed by One Reporting Person **SANTA** Form filed by More than One MONICA... CAÂ 90404 Reporting Person (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â Common Stock 751,251 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.}, puts, calls, warrants, options, convertible\ securities)$

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)

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			(Instr. 4)		Price of	Derivative	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	(2)	(2)	Common Stock	27,000	\$ <u>(2)</u>	D	Â
Employee Stock Option (right to buy)	(3)	12/05/2017	Common Stock	23,437	\$ 0.34	D	Â
Employee Stock Option (right to buy)	(4)	12/30/2018	Common Stock	45,312	\$ 0.53	D	Â
Employee Stock Option (right to buy)	(5)	11/07/2020	Common Stock	215,000	\$ 6.51	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
are posting of the relative	Director	10% Owner	Officer	Other		
Wallack Perry A. C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA,, CA 90404	Â	Â	Chief Financial Officer	Â		

Signatures

/s/ Adam J. Weiss, by power of attorney 03/16/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Includes 60,000 shares represented by restricted stock units which vest in three equal annual installments beginning on November 7,
- (2) The Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- An option representing a right to purchase a total of 75,000 shares was exercised in part prior to the date on which the Reporting Person (3) became subject to Section 16. One-fourth of the shares subject to the option vested on October 24, 2008 and one forty-eighth of the shares shall vest monthly thereafter.
- An option representing a right to purchase a total of 75,000 shares was exercised in part prior to the date on which the Reporting Person (4) became subject to Section 16. One-fourth of the shares subject to the option vested on December 5, 2009 and one forty-eighth of the shares shall vest monthly thereafter.
- (5) One-fourth of the shares subject to the option vest on November 7, 2011 and one forty-eighth of the shares shall vest monthly thereafter. 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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