Edgar Filing: Cornerstone OnDemand Inc - Form 4

Cornerstone Form 4 July 17, 201	e OnDemand Inc									
	ЛЛ							OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check t if no lor	laer	C					Expires:	January 31, 2005		
subject Section Form 4 Form 5	ction 16(a) of the	RITIES he Secur	ities E	xchange	Act of 1934,	Estimated a burden hour response	average urs per			
obligations may continue. See Instruction 1(b).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 Miller Ada	2. Issuer Name an ymbol]	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Cornerstone OnDemand Inc [CSOD] Date of Earliest Transaction				(Check all applicable)				
C/O CORN ONDEMA CLOVERF 620 SOUT	Aonth/Day/Year) 7/15/2013	h/Day/Year) 5/2013				X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO				
020 500 1	If Amendment, D led(Month/Day/Yea	-	al	Ĺ	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
SANTA M	IONICA, CA 9040)4				Ī	Person	ore than One Re	porung	
(City)	(State)	(Zip)	Table I - Non-			-	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code Year) (Instr. 8)	omr Dispo (Instr. 3,	sed of (4 and 5 (A) or	D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	07/15/2013			Amount		Price \$ 45 4107		D		
Stock	07/15/2015		S <u>(1)</u>	6,400		45.4107 (2)	3,999,965	D		
Common Stock	07/16/2013		S <u>(1)</u>	4,000	D	\$ 43.7161	3,995,965	D		
Common Stock	07/16/2013		S <u>(1)</u>	2,400	D	\$ 44.2823	3,993,565	D		

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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.

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	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									. .		
									Amount		
						Date	Expiration	m .4	or		
						Exercisable	Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
terores of the reader of	Director	10% Owner	Officer	Other		
Miller Adam L C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404	Х		President & CEO			
Signatures						
10/ Adam I Waiss by power of						

/s/ Adam J. Weiss, by power of 07/17/2013 attorney

**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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 18, 2013.
- This sale price represents the weighted average sale price of the shares sold ranging from \$45.19 to \$45.98 per share. Upon request by the(2) 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$43.13 to \$44.07 per share. Upon request by the(3) 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.

- This sale price represents the weighted average sale price of the shares sold ranging from \$44.13 to \$44.45 per share. Upon request by the
- (4) 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.