Cornerstone OnDemand Inc Form 4 September 10, 2013

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

Form 5

subject to

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

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Baker R C Mark

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Cornerstone OnDemand Inc [CSOD]

(Check all applicable)

(Last) (First) (Middle)

> (Month/Day/Year) 09/06/2013

_X__ Director 10% Owner Other (specify Officer (give title

C/O CORNERSTONE ONDEMAND, INC., 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH

(Street)

(State)

(Zip)

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

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA MONICA, CA 90404

(City)

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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(11011)	(1115411-1)
Common Stock	09/06/2013		M	1,000	A	\$ 0.53	59,356 (1)	D	
Common Stock	09/06/2013		S	1,000	D	\$ 53	58,356	D	
Common Stock	09/09/2013		M	2,000	A	\$ 0.53	60,356	D	
Common Stock	09/09/2013		S	2,000	D	\$ 53.52 (2)	58,356	D	

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.53	09/06/2013		M	1,000	(3)	12/31/2018	Common Stock	1,000
Stock Option (right to buy)	\$ 0.53	09/09/2013		M	2,000	(3)	12/31/2018	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Baker R C Mark C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404	X				

Signatures

/s/ Adam J. Weiss, by power of Attorney	09/10/2013		
**Signature of Reporting Person	Date		

Reporting Owners 2

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) This Form 4 restates the total securities held by the Reporting Person, which were underreported in the Reporting Person's previous Form 4.
- This sale price represents the weighted average sale price of the shares sold ranging from \$53.04 to \$54.00 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.
- (3) The shares subject to the option are fully vested and exercisable.

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.