

APPFOLIO INC
Form 4
January 20, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
STAD MARC

(Last) (First) (Middle)

ONE LETTERMAN DRIVE,
BUILDING C., SUITE 3-950

(Street)

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPFOLIO INC [APPF]

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2016

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 | | | |
| Class A Common Stock | 01/15/2016 | | P | | 10,000 | A | \$ 12.83 | 909,165 | I ⁽¹⁾ | See Footnote ⁽¹⁾ |
| Class A Common Stock | 01/15/2016 | | P | | 7,300 | A | \$ 12.82 | 916,465 | I ⁽¹⁾ | See Footnote ⁽¹⁾ |
| Class A Common Stock | 01/19/2016 | | P | | 5,300 | A | \$ 13.07 | 921,765 | I ⁽¹⁾ | See Footnote ⁽¹⁾ |
| Class A Common | 01/19/2016 | | P | | 10,000 | A | \$ 13.06 | 931,765 | I ⁽¹⁾ | See Footnote |

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| | | | | | | | | | |
|----------------------------|------------|--|---|-------|---|-------------|---------|-------|------------------------|
| Stock | | | | | | | | | (1) |
| Class A Common Stock | 01/20/2016 | | P | 3,600 | A | \$ 12.84 | 935,365 | I (1) | See Footnote (1) |
| Class A Common Stock | 01/20/2016 | | P | 6,666 | A | \$ 12.78 | 942,031 | I (1) | See Footnote (1) |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STAD MARC
ONE LETTERMAN DRIVE, BUILDING C,
SUITE 3-950
SAN FRANCISCO, CA 94129

X

DRAGONEER GLOBAL FUND II, L.P.
ONE LETTERMAN DRIVE, BUILDING C,
SUITE 3-950
SAN FRANCISCO, CA 94129

X

Signatures

/s/ Marc Stad

01/20/2016

__Signature of Reporting Person

Date

Dragoneer Global Fund II, L.P., By Dragoneer Global GP II, LLC, its general partner, /s/ Pat Robertson

01/20/2016

__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).

Mr. Stad is the managing member of Dragoneer Global GP II, LLC ("Global GP II"), which is the general partner of Dragoneer Global Fund II, L.P. ("Dragoneer Global Fund II" and together with Global GP II, the "Dragoneer Entities"), which acquired the shares of Class

- (1) A Common Stock reported in the table above. By virtue of the foregoing relationships, Mr. Stad and each of the Dragoneer Entities may be deemed to share beneficial ownership of the securities reported in the table above. Mr. Stad and each of the Dragoneer Entities disclaims beneficial ownership of the reported securities, except to the extent of their respective pecuniary interest therein.

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

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