

Miller Adam L  
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 Person \*

Miller Adam L  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
03/16/2011

3. Issuer Name and Ticker or Trading Symbol  
Cornerstone OnDemand Inc [CSOD]

4. Relationship of Reporting Person(s) to Issuer

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

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

(Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SANTA MONICA, CA 90404

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

5,400,000 <sup>(1)</sup>

D

À

Common Stock

250,000

I

See footnote <sup>(2)</sup>

Common Stock

1,500,000

I

See footnote <sup>(3)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |   |  |
|---|--|--|--|--|---|---|--|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |   |  |
| Employee Stock Option<br>(right to buy)       | 11/07/2020   | 11/07/2020   | Common<br>Stock  | 550,000  | \$ 6.51   | D |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Miller Adam L<br>C/O CORNERSTONE ONDEMAND, INC.<br>1601 CLOVERFIELD BLVD., SUITE 620 SOUTH<br>SANTA MONICA, CA 90404 | X             | X         | President<br>& CEO |       |

## 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 150,000 shares represented by restricted stock units which vest in three equal annual installments beginning on November 7, 2012.
- (2) Shares held directly by the Miller Family Education GRAT dated June 25, 2010 for which the Reporting Person serves as trustee.
- (3) Shares held directly by the Miller 2010 Family GRAT for which the Reporting Person's spouse serves as investment advisor.
- (4) 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.