

Ward Rob
Form 4
November 20, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ward Rob

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
245 LYTTON AVENUE, SUITE
350

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

PALO ALTO, CA 94301

(City) (State) (Zip)

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			
Common Stock	11/16/2011		S		32,075	D	\$ 27.0292 (3)	3,983,521	I	See Footnote. (1)
Common Stock	11/16/2012		S		585	D	\$ 27.0292 (3)	72,604	I	See Footnote. (2)
Common Stock	11/19/2011		S		18,760	D	\$ 27.005 (4)	3,964,761	I	See Footnote. (1)
Common Stock	11/19/2011		S		342	D	\$ 27.005 (4)	72,262	I	See Footnote.

Edgar Filing: Ward Rob - Form 4

Common Stock	11/19/2011	J ⁽⁵⁾	570,000	D	\$ 0	3,394,761	I	(2) See Footnote. (1)
Common Stock	11/19/2011	J ⁽⁶⁾	10,389	D	\$ 0	61,873	I	See Footnote. (2)
Common Stock	11/19/2011	J ⁽⁷⁾	17,079	A	\$ 0	17,079	D	
Common Stock	11/19/2011	J ⁽⁸⁾	238	A	\$ 0	238	D	

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.

SEC 1474
(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Rob 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		

Signatures

/s/ Joel Backman, by power of attorney for Robert D.
Ward

11/20/2012

__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).

The reported securities are held of record by Meritech Capital Partners III L.P. ("MCP III"). Meritech Capital Associates III L.L.C. ("MCA III"), the general partner of MCP III, has sole voting and dispositive power with respect to the securities held by MCP III. The

- (1) managing member of MCA III is Meritech Management Associates III L.L.C. ("MMA III"). Robert D. Ward, a managing member of MMA III, may be deemed to share voting and dispositive power with respect to the shares held by MCP III and disclaims beneficial ownership of the securities held by MCP III except to the extent of any pecuniary interest therein.

The reported securities are held of record by Meritech Capital Affiliates III L.P. ("MC Aff III"). MCA III, the general partner of MC Aff III, has sole voting and dispositive power with respect to the securities held by MC Aff III. The managing member of MCA III is MMA

- (2) III. Robert D. Ward, a managing member of MMA III, may be deemed to share voting and dispositive power with respect to the shares held by MC Aff III and disclaims beneficial ownership of the securities held by MC Aff III except to the extent of any pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.52 to \$27.085, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3 to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.75 to \$27.34, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4 to this Form 4.

- (5) MCP III made pro-rata distributions for no additional consideration of 570,000 shares of Common Stock of the Issuer to its partners on November 19, 2012.

- (6) MC Aff III made pro-rata distributions for no additional consideration of 10,389 shares of Common Stock of the Issuer to its partners on November 19, 2012.

- (7) Represents the receipt of shares by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by MMA III.

- (8) Represents the receipt of shares by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by MC Aff III.

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.