

Cornerstone OnDemand Inc
 Form 3
 March 16, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Deer VI & Co. LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104</p> <p>(Street)</p> <p>LARCHMONT, NY 10538</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/16/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Cornerstone OnDemand Inc [CSOD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (1) (Instr. 5)	
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,617,188	\$ (1)	I	See footnotes (2) (5)
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,554,687	\$ (1)	I	See footnotes (3) (5)
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	78,125	\$ (1)	I	See footnotes (4) (5)
Series E Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	68,182	\$ (6)	I	See footnotes (2) (5)
Series E Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	22,727	\$ (6)	I	See footnotes (3) (5)
Series D Convertible Preferred Warrants (right to buy)	Â (7)	Â (7)	Series D Convertible Preferred Stock (1)	1,539,062	\$ 2.4	I	See footnotes (2) (5)
Series D Convertible Preferred Warrants (right to buy)	Â (7)	Â (7)	Series D Convertible Preferred Stock (1)	518,229	\$ 2.4	I	See footnotes (3) (5)
Series D Convertible Preferred Warrants (right to buy)	Â (7)	Â (7)	Series D Convertible Preferred Stock (1)	26,042	\$ 2.4	I	See footnotes (4) (5)
Series E Convertible Preferred Warrants (right to buy)	Â (8)	Â (8)	Series E Convertible Preferred Stock (6)	13,637	\$ 2.4	I	See footnotes (2) (5)
Series E Convertible Preferred Warrants (right to buy)	Â (8)	Â (8)	Series E Convertible Preferred Stock (6)	4,545	\$ 2.4	I	See footnotes (3) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deer VI & Co. LLC C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â	Â X	Â	Â
Bessemer Venture Partners VI L.P. 1865 PALMER AVENUE, SUITE 104	Â	Â X	Â	Â

LARCHMONT, NY 10538

Bessemer Venture Partners Co-Investment L.P.
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

Bessemer Venture Partners VI Institutional L.P.
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

Signatures

/s/ J. Edmund Colloton, Executive Manager for Deer VI & Co. LLC 03/16/2011
__Signature of Reporting Person Date

/s/ J. Edmund Colloton, Executive Manager for Deer VI & Co. LLC, general partner of Bessemer Venture Partners VI L.P. 03/16/2011
__Signature of Reporting Person Date

/s/ J. Edmund Colloton, Executive Manager for Deer VI & Co. LLC, general partner of Bessemer Venture Partners Co-Investment L.P. 03/16/2011
__Signature of Reporting Person Date

/s/ J. Edmund Colloton, Executive Manager for Deer VI & Co. LLC, general partner of Bessemer Venture Partners VI Institutional L.P. 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) The Series D Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- (2) The reported securities are held of record by Bessemer Venture Partners VI L.P. ("BVP VI").
- (3) The reported securities are held of record by Bessemer Venture Partners Co-Investment L.P. ("BVP Co-Investment").
- (4) The reported securities are held of record by Bessemer Venture Partners VI Institutional L.P. ("BVP Institutional" and collectively with BVP VI and BVP Co-Investment, the "Bessemer Venture Partners Entities").
 Deer VI & Co. LLC (the "General Partner") is the general partner of the Bessemer Venture Partners Entities and exercises voting and investment power with respect to securities owned directly by the Bessemer Venture Partners Entities. David J. Cowan, J. Edmund Colloton, Robert M. Stavis, Robin S. Chandra and Robert P. Goodman are the executive managers of the General Partner and share voting and dispositive power with respect to the securities held by the Bessemer Venture Partners Entities. The General Partner disclaims beneficial ownership of the securities owned directly by the Bessemer Venture Partners Entities and this report shall not be deemed an admission that the General Partner is the beneficial owner of such securities, except to the extent of its pecuniary interest therein.
- (6) The Series E Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- (7) The Series D Convertible Preferred Warrants are immediately exercisable and expire upon closing of the Issuer's initial public offering of common stock.
- (8) The Series E Convertible Preferred Warrants are immediately exercisable and expire upon closing of the Issuer's initial public offering of common stock.

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.