Cornerstone OnDemand Inc Form 4

September 05, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and A Belliveau V	Person * 2. Issu Symbo		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
		Corne	rstone On	Demand Inc [CSOD]	(Chec	k all applicable	.)	
(Last)	(First)	Middle) 3. Date	of Earliest 7	Transaction	(000	ar approver		
		(Month	/Day/Year)		Director	10%	Owner	
C/O CORN	ERSTONE	09/03/	2013		_X_ Officer (give title Other (specify			
ONDEMA	ND, INC., 1601				below)	below) nd GM of EME	A	
CLOVERF	IELD BLVD., SU	JITE			5 (1 41	id Givi of EiviE		
620 SOUTI	Н							
	(Street)	4. If Ar	nendment, D	Date Original	6. Individual or Jo	int/Group Filin	g(Check	
		Filed(M	Ionth/Day/Yea	ar)	Applicable Line) _X_ Form filed by 0	One Reporting Per	rson	
SANTA M	ONICA, CA 9040	04				Iore than One Re		
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	) 5. Amount of	6.	7. Natu	
Security (Month/Day/Year) Execution 1		Execution Date, if	Date, if Transactionr Disposed of (D)		Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Benefic	

		140	1011	Dellianie	Deca	rices ricquir	ea, Disposea oi,	or Demondan	y o which
1.Title of Security	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed 3. 4. Securities Acquired (A/Day/Year) Execution Date, if Transaction Disposed of (D)				* '	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(IIIsti. 3 aliu 4)		
Common Stock	09/03/2013		S	10,000	D	\$ 51.0748 (1)	145,545	D	
Common Stock	09/04/2013		S	1,000	D	\$ 51.95	144,545	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
					,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacreisable	Dute		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
. 0	Director	10% Owner	Officer	Other		
Belliveau Vincent C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404			SVP and GM of EMEA			

# **Signatures**

/s/ Adam J. Weiss, by power of attorney 09/05/2013

\*\*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).

This sale price represents the weighted average sale price of the shares sold ranging from \$50.94 to \$51.38 per share. Upon request by the (1) 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.

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.

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