Cornerstone OnDemand Inc
Form 3
May 24, 2016

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 *
Â Swartz Brian L

(Last) (First) (Middle)

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

(Street)

SANTA MONICA,Â CAÂ 90404

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/20/2016

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Financial Officer

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

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

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	90,000 (1) (2)	D	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy)	05/02/2017(3)	05/02/2026	Common Stock	50,000	$ 34.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swartz Brian L C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA,Â CAÂ 90404	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Adam J. Weiss, by Power of Attorney	05/23/2016
**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 50,000 shares represented by restricted stock units that vest in four equal annual installments beginning on May 2, 2017, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.

(2) Includes 40,000 shares represented by restricted stock units that vest in two equal annual installments beginning on May 2, 2017, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.

(3) One-fourth (1/4) of the shares subject to the option will vest on the first anniversary of the Vesting Commencement Date, and the remaining shares will vest in equal monthly installments over the following 36 months, subject to the Reporting Person's continued service as of each such vesting date.

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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