

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 * Swartz Brian L (Last) (First) (Middle) | 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|--|---|--|

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

SANTA MONICA, CA 90404
 (City) (State) (Zip)

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

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)

| 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 |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|------------------------------|--|------------|
| | | | Title | | | | |
| 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, CA 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. 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.