Edgar Filing: Cornerstone OnDemand Inc - Form 4

Cornerstone Form 4 October 02, 2	OnDemand Inc 2013												
FORM	14							OMB APPROVAL					
Check thi) STATE	S SECURITIES AND EXCHANGE (Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287				
if no long	gerSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF6.SECURITIES									January 31, 2005			
subject to Section 1 Form 4 o										average Irs per 0.5			
Form 5 obligation may cont See Instru 1(b).	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								response	0.5			
(Print or Type Responses)													
1. Name and Address of Reporting Person <u>*</u> Payne Joseph P. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer					
			Cornerst	Cornerstone OnDemand Inc [CSOD]] (Check all applicable)				
				3. Date of Earliest Transaction (Month/Day/Year)					_X Director10% Owner				
C/O CORNERSTONE 09/30/24 ONDEMAND, INC., 1601 CLOVERFIELD BLVD., SUITE				-				Officer (give titleOther (specify below) below)					
620 SOUTH	I												
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
SANTA MO	ONICA, CA 904	404							More than One Re				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				SecuritiesFBeneficially(1)OwnedIFollowing(1)Reported(1)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock	09/30/2013			A	2,500 (1)	A	\$ 0	2,500	D				
		6 I	1 6		. 11		4	· 1· .1					

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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 51.44	09/30/2013		А	12,000	09/30/2014 <u>(2)</u>	09/30/2023	Common Stock	12,000
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Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
Payne Joseph P. C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SC SANTA MONICA, CA 90404	OUTH	X						
Signatures								
s/ Adam J. Weiss, by power of 10/0.)13						
**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).
- (1) Each share is represented by a Restricted Stock Unit ("RSU"). One-third (1/3) of the RSUs will vest on the first, second and third anniversaries of the grant date, subject to the Reporting Person continuing to be a Director through each such vesting date.
- One-third (1/3) of the shares subject to the option will vest on the first anniversary of the Vesting Commencement Date, and the (2) remaining shares will vest in equal monthly installments over the following 24 months, subject to the Reporting Person continuing to be a
- (2) remaining shares will vest in equal monthly installments over the following 24 months, subject to the Reporting Person continuing to be a Director through 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.