Edgar Filing: Cornerstone OnDemand Inc - Form 4

Cornerstone OnDer	mand Inc										
Form 4											
wasnington, D.C. 20549 Number:							N OMB	PPROVAL 3235-0287			
							urs per				
(Print or Type Responses) 1. Name and Address of Reporting Person <u>*</u> Miller Adam L			2. Issuer Name and Ticker or Trading Symbol Cornerstone OnDemand Inc [CSOD]				-	 Relationship of Reporting Person(s) to Issuer (Check all applicable) 			
(Last) (First) (Middle) C/O CORNERSTONE ONDEMAND, INC., 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH			3. Date of Earliest Transaction (Month/Day/Year) 08/10/2013					X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO			
				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SANTA MONICA	A, CA 9040	4						Form filed by Person	More than One R	eporting	
(City) (St	ate)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities A	cquired, Disposed o	of, or Beneficia	lly Owned	
		2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) and and (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
Reminder: Report on a	separate line	for each class	s of secu	rities benef	ficially ow	ned di	rectly c	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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title A N S
Stock Option (right to buy)	\$ 52.72	08/10/2013		А	116,500	07/01/2014(1)	08/10/2023	Common Stock
Performance Restricted Stock Units	(2)	08/10/2013		А	63,000	<u>(3)</u>	(3)	Common Stock

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Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
Miller Adam L C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SC SANTA MONICA, CA 90404	OUTH	Х		President & CEO				
Signatures								
/s/ Adam J. Weiss, by power of attorney	08/13/2	013						
	_							

**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).

One-fourth of the shares subject to the option will vest on the first anniversary of the Vesting Commencement Date, and the remaining(1) 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.

(2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of CSOD common stock.

These RSUs will be eligible for time-based vesting based upon achievement of a performance target. If the target is achieved, then one-third of the total RSUs shall vest on February 15, 2015 ("Vesting Commencement Date"), and the remaining RSUs will vest in equal

(3) annual installments on the first and second anniversaries of the Vesting Commencement Date, subject to the Reporting Person's continued service as of each such vesting date. The Reporting Person may receive 69,000 performance RSUs if the maximum performance target is achieved.

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.