

Cornerstone OnDemand Inc
 Form 4
 February 19, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Carter David Joseph

(Last) (First) (Middle)

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

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President of Sales

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/14/2014 | | M | | 30,000 | A | \$ 0.53 |
| Common Stock | 02/14/2014 | | M | | 18,621 | A | \$ 12.54 |
| Common Stock | 02/14/2014 | | M | | 12,866 | A | \$ 21.83 |
| Common Stock | 02/14/2014 | | S | | 27,643 | D | \$ 57.3647 |
| | | | | | | | <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------------------------|--------|---|
| Common Stock | 02/14/2014 | | S | 3,844 | D | \$ 58.4408 <u>(2)</u> | 51,260 | D |
|--------------|------------|--|---|-------|---|-----------------------------|--------|---|

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.

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(9-02)

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. Transaction 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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 0.53 | 02/14/2014 | | M | 30,000 | <u>(3)</u> | 12/30/2018 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 12.54 | 02/14/2014 | | M | 18,621 | <u>(4)</u> | 10/01/2021 | Common Stock | 18,621 |
| Employee Stock Option (right to buy) | \$ 21.83 | 02/14/2014 | | M | 9,630 | <u>(5)</u> | 07/01/2022 | Common Stock | 9,630 |
| Employee Stock Option (right to buy) | \$ 21.83 | 02/14/2014 | | M | 3,236 | <u>(6)</u> | 07/01/2022 | Common Stock | 3,236 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

Carter David Joseph
 C/O CORNERSTONE ONDEMAND, INC.
 1601 CLOVEFIELD BLVD., SUITE 620 SOUTH
 SANTA MONICA, CA 90404

Senior Vice President of Sales

Signatures

/s/ Adam J. Weiss, by power of
 attorney

02/19/2014

__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 \$57.00 to \$57.98 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$58.00 to \$58.93 per share. Upon request by the

(2) 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.

(3) The shares subject to the option are fully vested and exercisable.

(4) One-fourth the shares subject to the option vested on October 1, 2012 and one forty-eighth of the shares will vest monthly thereafter, provided that the Reporting Person is a service provider through each such vesting date.

(5) One-fourth of the shares subject to the option vested on July 1, 2013 and one forty-eighth of the shares shall vest monthly thereafter, provided that the Reporting Person is a service provider on each such vesting date.

(6) One-third of the shares subject to the option vested on July 1, 2013 and one thirty-sixth of the shares shall vest monthly thereafter, provided that the Reporting Person is a service provider on 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.