

Ward Rob
 Form 3
 March 16, 2011

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Ward Rob		(Month/Day/Year)	Cornerstone OnDemand Inc [CSOD]	
(Last)	(First)	(Middle)	03/16/2011	
245 LYTTON AVENUE, SUITE 350			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO, CA 94301			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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)
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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series E Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,761,697	\$ (1)	I	See footnote (2)
Series E Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	86,788	\$ (1)	I	See footnote (3)
Series E Convertible Preferred Warrants (right to buy)	Â (4)	Â (4)	Series E Convertible Preferred Stock (1)	952,339	\$ 2.4	I	See footnote (2)
Series E Convertible Preferred Warrants (right to buy)	Â (4)	Â (4)	Series E Convertible Preferred Stock (1)	17,357	\$ 2.4	I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Rob 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301	Â X	Â X	Â	Â

Signatures

/s/ Robert D. Ward
03/16/2011

**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) The Series E Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- The reported securities are held of record by Meritech Capital Partners III L.P. ("MCP III"). Meritech Capital Associates III L.L.C. ("MCA III"), the general partner of MCP III, has sole voting and dispositive power with respect to the securities held by MCP III. The
- (2) managing member of MCA III is Meritech Management Associates III L.L.C. ("MMA III"). The reporting person, as a managing member of MMA III, shares voting and dispositive power with respect to the shares held by MCP III. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The reported securities are held of record by Meritech Capital Affiliates III L.P. ("MC Aff III"). MCA III, the general partner of MC Aff III, has sole voting and dispositive power with respect to the securities held by MC Aff III. The reporting person, as a managing member of MMA III, shares voting and dispositive power with respect to the shares held by MC Aff III. The reporting person disclaims beneficial ownership of the securities held by MC Aff III except to the extent of his pecuniary interest therein.
- (3)
- (4) The Series E Convertible Preferred Warrants are immediately exercisable and expire upon closing of the Issuer's initial public offering of common stock.

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.