

Cornerstone OnDemand Inc  
Form 8-K/A  
August 29, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**June 4, 2012**

**Cornerstone OnDemand, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation)

(Commission  
File Number)  
**1601 Cloverfield Blvd.**

(IRS Employer  
Identification No.)

**Suite 620 South**  
**Santa Monica, CA 90404**

(Address of principal executive offices, including zip code)

**(310) 752-0200**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**EXPLANATORY NOTE**

On June 7, 2012, Cornerstone OnDemand, Inc. (the **Company**) filed a Current Report on Form 8-K (the **Original 8-K**) to report the voting results of its annual meeting of stockholders held on June 4, 2012 (the **Annual Meeting**), including, among other things, the results of (i) the advisory vote of the stockholders regarding approval of the compensation of the Company's named executive officers (the **Say-On-Pay Vote**) and (ii) the advisory vote of the stockholders regarding the frequency of conducting future Say-On-Pay Votes (the **Say-When-On-Pay Vote**). This Form 8-K/A is being filed as an amendment to the Original 8-K solely to disclose the decision of the Board of Directors of the Company (the **Board**) as to how frequently the Company will conduct future Say-On-Pay Votes.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

As reported in the Original 8-K, at the Annual Meeting, the Company's stockholders voted, on an advisory basis, for the Company to hold a Say-On-Pay Vote every three years. Consistent with this recommendation, on August 13, 2012, the Company's Board of Directors determined that the Company will conduct future Say-On-Pay Votes every three years until the next Say-When-On-Pay Vote is required under Section 14A of the Securities Exchange Act of 1934, as amended, or until the Board otherwise determines that a different frequency for holding Say-On-Pay Votes is in the best interests of the Company's stockholders.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CORNERSTONE ONDEMAND, INC.**

By: /s/ Adam Weiss  
Adam Weiss

General Counsel

Date: August 29, 2012