

Cornerstone OnDemand Inc  
 Form 4  
 March 16, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Goldin Mark

(Last) (First) (Middle)

C/O CORNERSTONE  
 ONDEMAND, INC., 1601  
 CLOVERFIELD 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)

05/18/2015

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)

Chief Technology Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 05/18/2015                           |                                                    | M                              |                                                                   | 5,396                                                                                         | A                                                        | \$ 5.93                                               |
| Common Stock                    | 05/18/2015                           |                                                    | M                              |                                                                   | 8,343                                                                                         | A                                                        | \$ 23.81                                              |
| Common Stock                    | 05/18/2015                           |                                                    | S                              |                                                                   | 13,739                                                                                        | D                                                        | \$ 31.735                                             |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 40,421 <sup>(2)</sup>                                 |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | <sup>(1)</sup>                                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 5.93                                                | 05/18/2015                           |                                                    | M                              | 5,396                                                                                   | <sup>(3)</sup> 09/20/2020                                | Common Stock                                                  | 5,396                         |
| Employee Stock Option (right to buy)       | \$ 23.81                                               | 05/18/2015                           |                                                    | M                              | 8,343                                                                                   | <sup>(4)</sup> 07/01/2022                                | Common Stock                                                  | 8,343                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |                          |       |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                                                    | Director      | 10% Owner | Officer                  | Other |
| Goldin Mark<br>C/O CORNERSTONE ONDEMAND, INC.<br>1601 CLOVERFIELD BLVD., SUITE 620 SOUTH<br>SANTA MONICA, CA 90404 |               |           | Chief Technology Officer |       |

## Signatures

/s/ Adam J. Weiss, by Power of Attorney

03/16/2016

\*\*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 \$31.70 to \$31.78 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.
- (2) Amount of securities beneficially owned as of March 16, 2016.
- (3) The shares subject to the option were fully vested and exercisable.
- (4) One-fourth of the shares subject to the option vested on July 1, 2013 and one forty-eighth of the shares 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.

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