

Meritech Capital Partners III LP
Form 4
March 23, 2011

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 *
Meritech Management Associates III
L.L.C.

(Last) (First) (Middle)

C/O MERITECH CAPITAL PARTNERS, 245 LYTTON AVENUE, SUITE 350

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Cornerstone OnDemand Inc [CSOD]

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

03/22/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 | 03/22/2011 | | C | | 5,714,036 | A | Ⓛ | 5,714,036 | I | See footnote (2) |
| Common Stock | 03/22/2011 | | S | | 617,748 | D | \$ 12.0718 | 5,096,288 | I | See footnote (2) |
| Common Stock | 03/22/2011 | | C | | 104,145 | A | Ⓛ | 104,145 | I | See footnote (3) |
| Common Stock | 03/22/2011 | | S | | 11,259 | D | \$ | 92,886 | I | See |

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Stock 12.0718 footnote (3)

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

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|---|----------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Title | Amount Number Shares |
| Series E Convertible Preferred Stock | (1) | 03/22/2011 | | C | | 5,714,036 | (1) | (1) | Common Stock 5,714, |
| Series E Convertible Preferred Stock | (1) | 03/22/2011 | | C | | 104,145 | (1) | (1) | Common Stock 104,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Meritech Management Associates III L.L.C. C/O MERITECH CAPITAL PARTNERS 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | | X | | |
| Meritech Capital Associates III L.L.C. 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301 | | X | | |
| Meritech Capital Partners III LP 285 HAMILTON AVE STE 200 PALO ALTO, CA 94301 | | X | | |
| MERITECH CAPITAL AFFILIATES III L P 285 HAMILTON AVE SUITE 200 PALO ALTO, CA 94301 | | X | | |

MADERA PAUL S
245 LYTTON AVENUE
SUITE 350 X
PALO ALTO, CA 94301

GORDON MICHAEL B
245 LYTTON AVENUE
SUITE 350 X
PALO ALTO, CA 94301

Bischof George
245 LYTTON AVENUE, SUITE 350 X
PALO ALTO, CA 94301

Signatures

/s/ Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C. 03/23/2011
Date
Signature of Reporting Person

/s/ Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C.,
the managing member of Meritech Capital Associates III L.L.C. 03/23/2011
Date
Signature of Reporting Person

/s/ Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C.,
the managing member of Meritech Capital Associates III L.L.C., the general partner of
Meritech Capital Partners III L.P. 03/23/2011
Date
Signature of Reporting Person

/s/ Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C.,
the managing member of Meritech Capital Associates III L.L.C., the general partner of
Meritech Capital Affiliates III L.P. 03/23/2011
Date
Signature of Reporting Person

/s/ Paul S. Madera 03/23/2011
Date
Signature of Reporting Person

/s/ Michael B. Gordon 03/23/2011
Date
Signature of Reporting Person

/s/ George H. Bischof 03/23/2011
Date
Signature of Reporting Person

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).
- (1) The Series E Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.
 - (2) 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 managing member of MCA III is Meritech Management Associates III L.L.C. ("MMA III"). Paul S. Madera, Michael B. Gordon, Robert

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D. Ward and George H. Bischof, the managing members of MMA III, share voting and dispositive power with respect to the shares held by MCP III. Such persons and entities disclaim beneficial ownership of the securities held by MCP III except to the extent of any 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 managing member of MCA III is MMA

- (3) III. Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof, the managing members of MMA III, share voting and dispositive power with respect to the shares held by MC Aff III. Such persons and entities disclaim beneficial ownership of the securities held by MC Aff III except to the extent of any pecuniary interest therein.

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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