

Cornerstone OnDemand Inc
Form 4
March 14, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Deer VI & Co. LLC

(Last) (First) (Middle)

C/O BESSEMER VENTURE
PARTNERS, 1865 PALMER
AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2012

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/12/2012		J		2,077,464 (1)	D \$ 0 2,077,464	I See Footnotes (2) (7)
Common Stock	03/12/2012		J		699,425 (3)	D \$ 0 699,425	I See Footnotes (4) (7)
Common Stock	03/12/2012		J		34,691 (5)	D \$ 0 34,691	I See Footnotes (6) (7)
Common	03/12/2012		J		784,128	A \$ 0 784,128	D (8)

Stock

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Deer VI & Co. LLC
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Bessemer Venture Partners VI L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Bessemer Venture Partners Co-Investment L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Bessemer Venture Partners VI Institutional L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Signatures

Deer VI & Co. LLC, By: /s/ J. Edmund Colloton, Chief Operating Officer	03/14/2012
_____ **Signature of Reporting Person	Date
Bessemer Venture Partners VI L.P., By: Deer VI & Co. LLC, its general partner, By: /s/ J. Edmund Colloton, Executive Manager	03/14/2012
_____ **Signature of Reporting Person	Date
Bessemer Venture Partners Co-Investment L.P., By: Deer VI & Co. LLC, its general partner, By: /s/ J. Edmund Colloton, Executive Manager	03/14/2012
_____ **Signature of Reporting Person	Date
Bessemer Venture Partners VI Institutional L.P., By: Deer VI & Co. LLC, its general partner, By: /s/ J. Edmund Colloton, Executive Manager	03/14/2012
_____ **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).
- (1) Represents a pro rata distribution made by Bessemer Venture Partners VI L.P. ("BVP VI") to its partners for no consideration in a transaction that is exempt under Rule 16a-9(a).
- (2) The securities are held of record by BVP VI.
- (3) Represents a pro rata distribution made by Bessemer Venture Partners Co-Investment L.P. ("BVP Co-Investment") to its partners for no consideration in a transaction that is exempt under Rule 16a-9(a).
- (4) The securities are held of record by BVP Co-Investment.
- (5) Represents a pro rata distribution made by Bessemer Venture Partners VI Institutional L.P. ("BVP Institutional" and collectively with BVP VI and BVP Co-Investment, the "Funds") to its partners for no consideration in a transaction that is exempt under Rule 16a-9(a).
- (6) The securities are held of record by BVP Institutional.
- (7) Deer VI & Co. LLC (the "General Partner") is the general partner of the Funds and exercises voting and investment power with respect to securities owned directly by the Funds. The General Partner disclaims beneficial ownership of the securities owned directly by the Funds and this report shall not be deemed an admission that the General Partner is the beneficial owner of such securities, except to the extent of its pecuniary interest, if any, therein.
- (8) Represents a change in beneficial ownership by the General Partner in a transaction that is exempt under Rule 16a-13.

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.