

Miller Adam L
 Form 4
 December 20, 2018

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 *
 Miller Adam L

(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)
 12/18/2018

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 Executive 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)
				(A) or (D)	Price		
Common Stock	12/18/2018		S ⁽¹⁾	6,400 D	\$ 51.676 ⁽²⁾	3,270,034 ⁽³⁾	D
Common Stock	12/18/2018		S ⁽¹⁾	1,600 D	\$ 52 ⁽⁴⁾	3,268,434	D
Common Stock	12/19/2018		S ⁽¹⁾	1,748 D	\$ 51.325 ⁽⁵⁾	3,266,686	D
Common	12/19/2018		S ⁽¹⁾	3,677 D	\$	3,263,009	D

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Stock					52.662				
					<u>(6)</u>				
					\$				
Common Stock	12/19/2018		S ⁽¹⁾	2,575	D	53.094	3,260,434	D	
						<u>(7)</u>			
						\$			
Common Stock	12/18/2018		S ⁽¹⁾	2,300	D	51.743	690,191 ⁽³⁾	I	See footnote <u>(9)</u>
						<u>(8)</u>			
						\$			
Common Stock	12/18/2018		S ⁽¹⁾	200	D	52.073	689,991	I	See footnote <u>(9)</u>
						<u>(10)</u>			
						\$			
Common Stock	12/19/2018		S ⁽¹⁾	500	D	51.374	689,491	I	See footnote <u>(9)</u>
						<u>(11)</u>			
						\$			
Common Stock	12/19/2018		S ⁽¹⁾	2,000	D	52.817	687,491	I	See footnote <u>(9)</u>
						<u>(12)</u>			
						\$			
Common Stock							300,000	I	See footnote <u>(13)</u>

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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Adam L C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404	X		Chief Executive Officer	

Signatures

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

12/20/2018

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

This sale price represents the weighted average sale price of the shares sold ranging from \$50.95 to \$51.945 per share. Upon request by the 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.

(3) Reflects the updated allocation of holdings between the Reporting Person and the Miller Family Irrevocable Trust.

This sale price represents the weighted average sale price of the shares sold ranging from \$51.95 to \$52.19 per share. Upon request by the 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.

(5) This sale price represents the weighted average sale price of the shares sold ranging from \$50.85 to \$51.70 per share. Upon request by the 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$51.95 to \$52.94 per share. Upon request by the 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.

(7) This sale price represents the weighted average sale price of the shares sold ranging from \$52.96 to \$53.26 per share. Upon request by the 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$51.01 to \$51.92 per share. Upon request by the 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.

(9) Shares held of record by the Miller Family Irrevocable Trust for which the Reporting Person's spouse serves as investment advisor.

This sale price represents the weighted average sale price of the shares sold ranging from \$52.01 to \$52.135 per share. Upon request by the 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.

(11) This sale price represents the weighted average sale price of the shares sold ranging from \$51.10 to \$51.68 per share. Upon request by the 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$52.18 to \$53.16 per share. Upon request by the 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.

(13) Shares held of record by the MST Trust for which the Reporting Person serves as investment advisor.

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