

Osnoss Joseph
Form 4
June 18, 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 *
Osnoss Joseph

(Last) (First) (Middle)

C/O SILVER LAKE, 2775 SAND HILL, ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Cornerstone OnDemand Inc [CSOD]

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

06/14/2018

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 06/14/2018 | | A | V Amount 4,624 ⁽²⁾ A \$ 0 | 15,384 | I | See footnote ⁽³⁾ |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Repo Trans (Instr |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Osnoss Joseph C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | | | |
| Silver Lake Group, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | X | | |
| SLAA (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | X | | |
| Silver Lake Alpine Associates, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | X | | |
| SLP Chicago GP, L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | X | | |
| SLP Chicago Holdings, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | X | | |
| SLC Chicago Co-Invest II, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 | X | X | | |

MENLO PARK, CA 94025

SLC Co-Invest, GP, L.L.C.

C/O SILVER LAKE

2775 SAND HILL ROAD, SUITE 100

X X

MENLO PARK, CA 94025

Signatures

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C. | 06/18/2018 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLAA (GP), L.L.C. | 06/18/2018 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLAA (GP), L.L.C., general partner of Silver Lake Alpine Associates, L.P. | 06/18/2018 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLC Co-Invest, GP, L.L.C. | 06/18/2018 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLAA (GP), L.L.C., general partner of Silver Lake Alpine Associates, L.P., managing member of SLP Chicago GP, L.L.C. | 06/18/2018 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLC Co-Invest, GP, L.L.C., general partner of SLC Chicago Co-Invest II, L.P. | 06/18/2018 |
| __Signature of Reporting Person | Date |
| /s/ Karen M. King, Director, on behalf of Silver Lake Group, L.L.C., managing member of SLAA (GP), L.L.C., general partner of Silver Lake Alpine Associates, L.P., managing member of SLP Chicago GP, L.L.C., general partner of SLP Chicago Holdings, L.P. | 06/18/2018 |
| __Signature of Reporting Person | Date |
| /s/ Joseph Osnoss | 06/18/2018 |
| __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).
 This Form 4 is filed by SLP Chicago Holdings, L.P. ("SLP Chicago"), SLC Chicago Co-Invest II, L.P. ("Co-Invest"), SLP Chicago GP, L.L.C. ("SLP Chicago GP"), SLC Co-Invest, GP, L.L.C., ("Co-Invest GP"), Silver Lake Alpine Associates, L.P. ("SLAA"), SLAA (GP), L.L.C. ("SLAA GP"), Silver Lake Group, L.L.C. ("SLG") and Mr. Joseph Osnoss. SLP Chicago GP is the general partner of SLP Chicago. Co-Invest GP is the general partner of Co-Invest. SLAA is the managing member of SLP Chicago GP. SLAA GP is the general partner of SLAA. SLG is the managing member of SLAA GP and Co-Invest GP. Mr. Osnoss serves as a member of the board of directors of Cornerstone OnDemand, Inc. (the "Issuer") and is a Managing Director of SLG. Each of SLP Chicago, Co-Invest, SLP Chicago GP, Co-Invest GP, SLAA, SLAA GP and SLG may be deemed to be a director by deputization of the Issuer.
- (1) Each share is represented by a Restricted Stock Unit ("RSU"). The RSUs will vest on the earlier of (i) the first anniversary of the grant date, or (ii) the date of the next annual meeting of shareholders, in each case subject to Mr. Osnoss's continued service as of such date.

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- (3) These securities may be held by Mr. Osnoss for the benefit of one or more Reporting Persons and/or certain of their affiliates or certain of the funds they manage ("Silver Lake"). Mr. Osnoss serves as a director of the Issuer. Pursuant to Silver Lake's policies with respect to director compensation, upon the sale of these securities, the proceeds from such sale may be expected to be remitted to Silver Lake and/or its limited partners. Mr. Osnoss, through his role at Silver Lake, may be deemed to have an indirect interest in the securities reported herein.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under Securities Exchange Act of 1934, as amended.

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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