

Meritech Capital Partners III LP
Form 4
March 23, 2011

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2011		C		5,714,036	A	<u>1</u>	5,714,036	I	See footnote <u>(2)</u>
Common Stock	03/22/2011		S		617,748	D	\$ 12.0718	5,096,288	I	See footnote <u>(2)</u>
Common Stock	03/22/2011		C		104,145	A	<u>1</u>	104,145	I	See footnote <u>(3)</u>
Common	03/22/2011		S		11,259	D	\$	92.886	I	See

Edgar Filing: Meritech Capital Partners III LP - Form 4

Stock 12.0718 footnote
(3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	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
PALO ALTO, CA 94301

X

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

X

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

X

Signatures

/s/ Paul S. Madera, as a managing member of Meritech Management Associates III L.L.C.

03/23/2011

__Signature of Reporting Person

Date

/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

__Signature of Reporting Person

Date

/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

__Signature of Reporting Person

Date

/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

__Signature of Reporting Person

Date

/s/ Paul S. Madera

03/23/2011

__Signature of Reporting Person

Date

/s/ Michael B. Gordon

03/23/2011

__Signature of Reporting Person

Date

/s/ George H. Bischof

03/23/2011

__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 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

Edgar Filing: Meritech Capital Partners III LP - Form 4

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.

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.