

Cornerstone OnDemand Inc  
Form 8-K  
June 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) June 4, 2012**

**Cornerstone OnDemand, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-35098**  
(Commission

File Number)

**13-4068197**  
(IRS Employer

Identification No.)

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**1601 Cloverfield Blvd.**

**Suite 620 South**

**Santa Monica, CA 90404**

**(Address of principal executive offices, including zip code)**

**(310) 752-0200**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

# Item 5.02 Submission of Matters to a Vote of Security Holders

On June 4, 2012, Cornerstone OnDemand, Inc. (the **Company**) held its 2012 Annual Meeting of Stockholders (the **Annual Meeting**). At the Annual Meeting, the stockholders of the Company elected the individuals listed below as Class I directors to serve on the Company's Board of Directors for a term of three years or until their respective successors are duly elected and qualified.

| Nominee         | Votes For  | Votes Withheld | Broker Nonvotes* |
|-----------------|------------|----------------|------------------|
| Byron B. Deeter | 38,684,232 | 89,229         | 4,618,053        |
| S. Steve Singh  | 38,687,422 | 86,039         | 4,618,053        |
| Robert D. Ward  | 38,686,605 | 86,856         | 4,618,053        |

In addition, the following proposals were voted on and approved at the Annual Meeting:

- Proposal to approve, on an advisory basis, the compensation of our named executive officers.

| Votes For  | Votes Against | Abstentions | Broker Nonvotes* |
|------------|---------------|-------------|------------------|
| 38,650,528 | 98,463        | 24,470      | 9,532,617        |

- Proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.

| Votes For  | Votes Against | Abstentions | Broker Nonvotes* |
|------------|---------------|-------------|------------------|
| 43,265,518 | 123,476       | 2,520       | 0                |

- Proposal to vote, on an advisory basis, on whether to hold future advisory votes on the compensation of our named executive officers every 3 years, 2 years or 1 year.

| 1 year     | Frequency<br>2 years | 3 years    | Abstentions | Broker Nonvotes* |
|------------|----------------------|------------|-------------|------------------|
| 16,317,768 | 3,763                | 22,451,230 | 700         | 9,532,617        |

\* Broker nonvotes do not affect the outcome of the election.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CORNERSTONE ONDEMAND, INC.**

By: /s/ Perry Wallack  
Perry Wallack

Chief Financial Officer

Date: June 7, 2012