

APPFOLIO INC
Form 3
June 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Donahoo Brian		(Month/Day/Year)	APPFOLIO INC [APPF]	
(Last)	(First)	(Middle)	06/25/2015	
50 CASTILIAN DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
GOLETA,Â CAÂ 93117			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Executive Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Class B Common Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock	833,233	\$ (1) (2)	I	By The Brian R. Donahoo 2015 Revocable Trust (3)
Class B Common Stock (4)	Â (1)(2)	Â (1)(2)	Class A Common Stock	250,000	\$ (1) (2)	I	By The Brian R. Donahoo 2015 Revocable Trust (3)
Class B Common Stock (5)	Â (1)(2)	Â (1)(2)	Class A Common Stock	93,000	\$ (1) (2)	I	By The Brian R. Donahoo 2015 Revocable Trust (3)
Series A Convertible Preferred Stock	Â (6)	Â (6)	Class B Common Stock (1) (2)	80,650	\$ (6)	I	By The Brian R. Donahoo 2015 Revocable Trust (3)
Series B Convertible Preferred Stock	Â (6)	Â (6)	Class B Common Stock (1) (2)	9,266	\$ (6)	I	By The Brian R. Donahoo 2015 Revocable Trust (3)
Employee Stock Option (Right to Buy) (7)	12/03/2015	12/02/2024	Class B Common Stock (1) (2)	75,000	\$ 4.92	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donahoo Brian 50 CASTILIAN DRIVE GOLETA, CA 93117	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Ida Kane, as Attorney-in-Fact for Brian Donahoo
 06/25/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer that occurs after the consummation of the initial public offering (the "IPO") of AppFolio, Inc. (the "Issuer"), except for any transfers by (i) a partnership or limited liability company that was a registered holder of shares of Class B Common Stock at the effective time of the IPO to anyone who was a partner or member of any such partnership or limited liability company at the effective time, and (ii) a transfer to a "qualified recipient," as defined in the Issuer's amended and restated certificate of incorporation. The shares of Class B Common

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Stock have no expiration date.

(2) All outstanding shares of Class B Common Stock will convert automatically into shares of Class A Common Stock, on a one share for one share basis, on the date when the number of the Issuer's outstanding shares of Class B Common Stock represents less than 10% of the sum of its outstanding shares of Class A Common Stock and Class B Common Stock.

(3) Shares are held by The Brian R. Donahoo 2015 Revocable Trust dated June 10, 2015, of which Mr. Donahoo serves as trustee.

(4) The underlying restricted stock award vested as to 62,500 shares on July 27, 2012, and then thereafter at a rate of 5,208 shares per month; includes 10,417 shares subject to vesting through July 27, 2015 that may be repurchased by the Issuer at the original purchase price.

(5) The underlying restricted stock award vested as to 23,250 shares on April 19, 2014, and then thereafter at a rate of 1,938 shares per month; includes 42,625 shares subject to vesting through April 19, 2017 that may be repurchased by the Issuer at the original purchase price.

(6) None of the Series of Convertible Preferred Stock have expiration dates. However, each share of Convertible Preferred Stock, irrespective of its Series, will convert into 0.25 shares of Class B Common Stock immediately following the effectiveness of the Issuer's Registration Statement on Form S-1 relating to the IPO. The Class B Common Stock has not been registered, and is not currently expected to be registered, under the Securities Exchange Act of 1934, as amended.

(7) The option vests as to 18,750 shares on December 3, 2015, and then thereafter at a rate of 1,563 shares per month.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

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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