**ELLIE MAE INC** Form 4

June 05, 2013

## 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 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Anderman Sigmund

> (First) (Last) (Middle)

C/O ELLIE MAE, INC., 4155 HOPYARD ROAD, SUITE 200

(Street)

06/03/2013

Symbol

**OMB APPROVAL** 

**OMB** Number:

3235-0287

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January 31, 2005

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0.5

2. Issuer Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
Symbol					
ELLIE MAE INC [ELLI]	(Check all applicable)				
3. Date of Earliest Transaction					
(Month/Day/Year)	X Director 10% Owner				
06/03/2013	X Officer (give title Other (specify below)				
	Chief Executive Officer				
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year)	Applicable Line)				
	_X_ Form filed by One Reporting Person				
	Form filed by More than One Reporting				

Person

PLEASANTON, CA 94588

(City)	(State)	(Zip) 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. Securit or Dispos (Instr. 3, 4	ed of		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)
Common Stock	06/03/2013 <u>(1)</u>		M	12,500	A	\$ 1.38	12,500	D	
Common Stock	06/03/2013(1)		S	12,500	D	\$ 22.0278 (2)	0	D	
Common Stock							12,489	I	AFF CRT (3)
Common Stock							10,000	I	by 401(k) Plan
Common Stock							436,841	I	by Trust

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Si	
Performance Shares	\$ 1.38	06/03/2013(1)		M	12,50	) (5)	08/23/2017 <u>(6)</u>	Common Stock	12,	

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
, G	Director	10% Owner	Officer	Other		
Anderman Sigmund C/O ELLIE MAE, INC. 4155 HOPYARD ROAD, SUITE 200 PLEASANTON, CA 94588	X		Chief Executive Officer			

### **Signatures**

/s/ Sigmund
Anderman

\*\*Signature of Person

Date
Reporting Person

## **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 exercise and sale of these stock options was completed pursuant to the Rule 10b5-1 trading plan adopted by Sigmund Anderman.
  - The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$22.00 to \$22.31, inclusive.
- (2) The reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (3) These shares are held by the AFF Charitable Remainder Trust, of which the reporting person and his wife are trustees. The reporting person disclaims beneficial ownership of the shares except to the extent of his and his wife's pecuniary interest therein.

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- (4) These shares are held by Sigmund Anderman, Trustee of the Sigmund and Susan Anderman Family Trust dated March 3, 2006.
- (5) 100% of the shares subject to the option are fully vested and exercisable.
  - Option vests in one or more installments upon the achievement of certain performance-based goals related to the per share valuation of the common stock of the Issuer. A pre-determined number of shares subject to the option will vest upon the achievement of a per share valuation of the common stock of the Issuer at certain specified levels by virtue of (i) the price paid for such common stock in a sale of
- (6) the Issuer as reasonably determined by the Board of Directors of the Issuer or (ii) the closing price of such common stock on a U.S. national exchange over a period of at lease 20 consecutive trading days. Additional details regarding the aforementioned vesting parameters are provided in the Issuer's Registration Statement on Form S-1 (Commission File No. 333-166438) under "Management Executive Compensation Outstanding Equity Awards at 2010 Fiscal Year-End".
- (7) The reported transaction is a grant of a derivative security, in which we have left column 8 blank, and have reported the exercise or conversion price of the derivative security in column 2.

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.