

Cornerstone OnDemand Inc  
 Form 3  
 May 24, 2016

**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 * Swartz Brian L (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 05/20/2016	3. Issuer Name and Ticker or Trading Symbol Cornerstone OnDemand Inc [CSOD]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O CORNERSTONE  
 ONDEMAND, INC., 1601  
 CLOVERFIELD BLVD., SUITE  
 620 SOUTH  
 (Street)

SANTA  
 MONICA, CA 90404  
 (City) (State) (Zip)

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 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)
Common Stock	90,000 <sup>(1)</sup> <sup>(2)</sup>	D	À

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

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
			Title				
Stock Option (right to buy)	05/02/2017 <sup>(3)</sup>	05/02/2026	Common Stock	50,000	\$ 34.3	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swartz Brian L C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Adam J. Weiss, by Power of Attorney  
 05/23/2016  
 \*\*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) Includes 50,000 shares represented by restricted stock units that vest in four equal annual installments beginning on May 2, 2017, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.
- (2) Includes 40,000 shares represented by restricted stock units that vest in two equal annual installments beginning on May 2, 2017, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.
- (3) One-fourth (1/4) of the shares subject to the option will vest on the first anniversary of the Vesting Commencement Date, and the remaining shares will vest in equal monthly installments over the following 36 months, subject to the Reporting Person's continued service as of each such vesting date.

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.