

Swartz Brian L  
Form 4  
May 07, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Swartz Brian L

(Last) (First) (Middle)

C/O CORNERSTONE  
ONDEMAND, INC., 1601  
CLOVERFIELD BLVD., SUITE  
620 SOUTH

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Cornerstone OnDemand Inc [CSOD]

3. Date of Earliest Transaction  
(Month/Day/Year)

05/03/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/03/2018		S <sup>(1)</sup>	15,862 D 44.936	179,079	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

Chief Financial Officer

## Signatures

/s/ Adam J. Weiss, by Power of Attorney

05/07/2018

\_\_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) Shares sold pursuant to a Rule 10b5-1 trading plan to cover tax obligations in connection with the vesting of restricted stock units.

This sale price represents the weighted average sale price of the shares sold ranging from \$44.77 to \$45.16 per share. Upon request by the

(2) Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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. Reason for the notification

a)  
Position/status  
Chief Financial Officer

b)  
Initial notification / Amendment

Initial Notification

3

Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a)

Name

Lloyds Banking Group plc

b)

LEI

549300PPXHEU2JF0AM85

4

Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a)

Description of the financial instrument, type of instrument

Identification code

Ordinary Shares of 10p each

GB0008706128

b)

Nature of the transaction

Acquisition of Shares under the Lloyds Banking Group Share Incentive Plan.

c)

Price(s) and volume(s)

Price(s)

Volume(s)

Partnership Shares

GBP 00.651962

192

Matching Shares

GBP 00.0000

Explanation of Responses:

69

d)  
Aggregated information

- Aggregated volume

- Price

261

See section c)

e)  
Date of the transaction

09 January 2017

f)  
Place of the transaction

London Stock Exchange (XLON)

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Karin Cook

2 Reason for the notification

a) Position/status Group Director Operations

b) Initial notification / Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or  
auction monitor

a) Name Lloyds Banking Group plc

b) LEI 549300PPXHEU2JF0AM85

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each  
type of transaction; (iii) each date; and (iv) each place where transactions have been  
conducted

Explanation of Responses:

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Ordinary Shares of 10p each

Description of the financial instrument, type of instrument		
a) Identification code	GB0008706128	
b) Nature of the transaction	Acquisition of Shares under the Lloyds Banking Group Share Incentive Plan.	
Price(s) and volume(s)	Price(s)	Volume(s)
c) Partnership Shares	GBP 00.651962	191
Matching Shares	GBP 00.0000	69
Aggregated information		
d) - Aggregated volume	260	
- Price	See section c)	
e) Date of the transaction	09 January 2017	
f) Place of the transaction	London Stock Exchange (XLON)	

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name Simon Davies

2 Reason for the notification

a) Position/status Chief People, Legal and Strategy Officer

b) Initial notification / Amendment Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name Lloyds Banking Group plc

b) LEI 549300PPXHEU2JF0AM85

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary Shares of 10p each

Explanation of Responses:

Identification code

GB0008706128

Acquisition of Shares under the Lloyds Banking Group Share Incentive Plan.

b) Nature of the transaction

Price(s) and volume(s)

Price(s)	Volume(s)
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c) Partnership Shares

GBP 00.651962	230
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Matching Shares

GBP 00.0000	69
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Aggregated information

d) - Aggregated volume

299

- Price

See section c)

e) Date of the transaction

09 January 2017

f) Place of the transaction

London Stock Exchange (XLON)

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name

Antonio Lorenzo

2 Reason for the notification

a) Position/status

Chief Executive, Scottish Widows and Group Director, Insurance

b) Initial notification / Amendment

Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name

Lloyds Banking Group plc

b) LEI

549300PPXHEU2JF0AM85

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument    Ordinary Shares of 10p each

Explanation of Responses:

Identification code

GB0008706128

Acquisition of Shares under the Lloyds Banking Group Share Incentive Plan.

b) Nature of the transaction

Price(s) and volume(s)

Price(s)	Volume(s)
----------	-----------

c) Partnership Shares

GBP 00.651962 231

Matching Shares

GBP 00.0000 69

Aggregated information

d) - Aggregated volume

300

- Price

See section c)

e) Date of the transaction

09 January 2017

f) Place of the transaction

London Stock Exchange (XLON)

1 Details of the person discharging managerial responsibilities / person closely associated

a) Name

Zak Mian

2 Reason for the notification

a) Position/status

Group Director, Digital

b) Initial notification / Amendment

Initial Notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name

Lloyds Banking Group plc

b) LEI

549300PPXHEU2JF0AM85

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary Shares of 10p each

Identification code

Explanation of Responses:

GB0008706128  
 Acquisition of Shares under  
 the Lloyds Banking Group  
 Share Incentive Plan.

b) Nature of the transaction

Price(s) and volume(s)

Price(s)	Volume(s)
----------	-----------

c) Partnership Shares

GBP 00.651962	46
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Matching Shares

GBP 00.0000	69
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Aggregated information

d) - Aggregated volume

115

- Price

See section c)

e) Date of the transaction

09 January 2017

f) Place of the transaction

London Stock Exchange  
 (XLON)

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, thereunto duly authorized.

LLOYDS BANKING GROUP plc  
 (Registrant)

By: Douglas Radcliffe  
 Name: Douglas Radcliffe  
 Title: Group Investor Relations Director

Date: 11 January 2017