

Cornerstone OnDemand Inc
 Form 4
 September 11, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Wallack Perry A.

(Last) (First) (Middle)

C/O CORNERSTONE
 ONDEMAND, INC., 1601
 CLOVEFIELD 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)
 09/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/09/2013		M		17,943	A	\$ 0.53
Common Stock	09/09/2013		M		152,292	A	\$ 6.51
Common Stock	09/09/2013		S		65,008	D	\$ 53.2991
Common Stock	09/10/2013		S		105,227	D	\$ 53.5364

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					(2)			
Common Stock	09/10/2013	S	17,500	D	\$ 53.8661	312,500	I	See footnote (5)
Common Stock	09/11/2013	S	20,000	D	\$ 53.8378	292,500	I	See footnote (5)

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 0.53	09/09/2013		M	17,943	(6)	12/30/2018	Common Stock	17,943
Employee Stock Option (right to buy)	\$ 6.51	09/09/2013		M	152,292	(7)	11/07/2020	Common Stock	152,292

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallack Perry A. C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVEFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404			Chief Financial Officer	

Signatures

/s/ Adam J. Weiss, by power of
attorney

09/11/2013

__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) This sale price represents the weighted average sale price of the shares sold ranging from \$53.25 to \$53.788 per share. Upon request by the 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.

(2) This sale price represents the weighted average sale price of the shares sold ranging from \$53.25 to \$53.95 per share. Upon request by the 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.

(3) This sale price represents the weighted average sale price of the shares sold ranging from \$53.75 to \$53.95 per share. Upon request by the 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.

(4) This sale price represents the weighted average sale price of the shares sold ranging from \$53.75 to \$53.9653 per share. Upon request by the 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.

(5) Shares are held by the SC and FB Trust, for which the Reporting Person and his spouse serve as trustees.

(6) The shares subject to the option are fully vested and exercisable.

(7) One-fourth of the shares subject to the option vested on November 7, 2011 and one forty-eighth of the shares shall vest monthly thereafter.

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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