

Cornerstone OnDemand Inc  
 Form 4  
 February 19, 2014

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

OMB APPROVAL

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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 \*  
 Goldin Mark

(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)

02/14/2014

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 Technology 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. 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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/14/2014		M		5,000	A	\$ 5.93 29,560	D
Common Stock	02/14/2014		S		5,000	D	\$ 56.9144 24,560	D
Common Stock	02/18/2014		M		7,396	A	\$ 5.93 31,956	D
Common Stock	02/18/2014		M		3,798	A	\$ 23.81 35,754	D

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Common Stock	02/18/2014	S	11,194	D	\$ 59.7015	24,560	D
					<u>(2)</u>		

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

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(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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.93	02/14/2014		M	5,000	<u>(3)</u> 09/20/2020	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 5.93	02/18/2014		M	7,396	<u>(3)</u> 09/20/2020	Common Stock	7,396
Employee Stock Option (right to buy)	\$ 23.81	02/18/2014		M	3,798	<u>(4)</u> 07/01/2022	Common Stock	3,798

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldin Mark C/O CORNERSTONE ONDEMAND, INC.			Chief Technology	

1601 CLOVERFIELD BLVD., SUITE 620 SOUTH  
SANTA MONICA, CA 90404

Officer

## Signatures

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

02/19/2014

\_\_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).

This sale price represents the weighted average sale price of the shares sold ranging from \$56.81 to \$56.97 per share. Upon request by the

(1) 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.

This sale price represents the weighted average sale price of the shares sold ranging from \$59.50 to \$59.98 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.

(3) One-fourth of the shares subject to the option vested on June 21, 2011 and one forty-eighth of the shares will vest monthly thereafter, provided that the Reporting Person is a service provider on each such vesting date.

(4) One-fourth of the shares subject to the option vested on July 1, 2013 and one forty-eighth of the shares will vest monthly thereafter, provided that the Reporting Person is a service provider on 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.

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