

Levinson Marina
Form 4
April 17, 2019

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 *
Levinson Marina

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4420
ROSEWOOD DRIVE, SUITE 500

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ELLIE MAE INC [ELLI]

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

04/17/2019

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/17/2019		D	2,411 (1)	\$ 99 2,105	D	
Common Stock	04/17/2019		D	2,105 (2)	\$ 99 0	D	

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

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(9-02)

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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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 66.63	04/17/2019		D	3,455	⁽³⁾ 06/17/2025	Common Stock	3,455

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levinson Marina C/O ELLIE MAE, INC. 4420 ROSEWOOD DRIVE, SUITE 500 PLEASANTON, CA 94588	X			

Signatures

/s/ Marina
Levinson

04/17/2019

**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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated February 11, 2019, by and among Ellie Mae, Inc., a Delaware corporation ("Issuer"), EM Eagle Purchaser, LLC, a Delaware limited liability company ("Parent") and EM Eagle Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), on April 17, 2019, Merger Sub merged with and into Issuer (the "Merger"), with Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger ("Effective Time") each share of Common Stock was cancelled and converted into the right to receive \$99.00 in cash, without interest.

(2) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated February 11, 2019, by and among Ellie Mae, Inc., a Delaware corporation ("Issuer"), EM Eagle Purchaser, LLC, a Delaware limited liability company ("Parent") and EM Eagle Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Merger Sub"), on April 17, 2019, Merger Sub merged with and into Issuer (the "Merger"), with Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger ("Effective Time"), each restricted stock unit, whether vested or unvested, was cancelled and converted into the right to receive a cash amount equal to (i) the aggregate number of shares subject to the restricted stock unit award multiplied by (ii) \$99.00.

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- Pursuant to the Merger Agreement, at the Effective Time, each stock option, whether vested or unvested, was cancelled and automatically
- (3) converted into the right to receive a cash amount equal to (i) the aggregate number of shares subject to such option multiplied by (ii) \$99.00 less the applicable per share exercise price under such option.

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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