

Seymour Steven D
Form 3
March 16, 2011

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Seymour Steven D</p> <p>(Last) (First) (Middle)</p> <p>C/O CORNERSTONE ONDEMAND, INC.,Â 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH</p> <p>(Street)</p> <p>SANTA MONICA,,Â CAÂ 90404</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/16/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Cornerstone OnDemand Inc [CSOD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP of Strategic Accounts</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	947,605 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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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 (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	12,361	\$ (2)	D	Â
Employee Stock Option (right to buy)	Â (3)	09/06/2016	Common Stock	5,208	\$ 0.34	D	Â
Employee Stock Option (right to buy)	Â (4)	12/05/2017	Common Stock	23,437	\$ 0.34	D	Â
Employee Stock Option (right to buy)	Â (5)	12/30/2018	Common Stock	43,750	\$ 0.53	D	Â
Employee Stock Option (right to buy)	Â (6)	11/07/2020	Common Stock	190,000	\$ 6.51	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seymour Steven D C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA,,Â CAÂ 90404	Â	Â	Â EVP of Strategic Accounts	Â

Signatures

/s/ Adam J. Weiss, by power of attorney 03/16/2011

__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 60,000 shares represented by restricted stock units which vest in three equal annual installments beginning on November 7, 2012.
- (2) The Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- (3) Shares subject to the option are fully vested and immediately exercisable.
An option representing a right to purchase a total of 75,000 shares was exercised in part prior to the date on which the Reporting Person
- (4) became subject to Section 16. One-fourth of the shares subject to the option vested on October 24, 2008 and one forty-eighth of the shares shall vest monthly thereafter.
- (5) An option representing a right to purchase a total of 75,000 shares was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One-fourth of the shares subject to the option vested on December 5, 2009 and one forty-eighth of the shares shall vest monthly thereafter.
- (6) One-fourth of the shares subject to the option vest 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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