Wallack Perry A. Form 4 March 23, 2011

## FORM 4

## **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

response...

5 Relationship of Reporting Person(s) to

burden hours per

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person \*

Wallack Perry A.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Cornerstone OnDemand Inc [CSC	Issuer  (Check all applicable)							
(Last)	(First)		3. Date of Earliest Transaction Month/Day/Year)	(Check all applicable)  Director 10% Owner							
ONDEMA	NERSTONE ND, INC., 1601 FIELD BLVD., SI TH		03/22/2011	X Officer (give title Other (specify below)  Chief Financial Officer							
	(Street)	F	If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>							
	IONICA,, CA 904			Person							
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		rate, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)  /Year) (Instr. 8)  (A) or	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)							
Security		Execution Da	rate, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)  /Year) (Instr. 8)  (A) or	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4)							

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Series A Convertible Preferred Stock	(1)	03/22/2011		C	27,000	<u>(1)</u>	<u>(1)</u>	Common Stock	27,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wallack Perry A. 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 03/23/2011

\*\*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) The Series A Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

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.

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