

APPFOLIO INC
Form 4
February 11, 2016

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 *
Keenan Charles J IV

(Last) (First) (Middle)

1229 BURLINGAME AVENUE, SUITE 201

(Street)

BURLINGAME, CA 94010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPFOLIO INC [APPF]

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)		
			Code	V	Amount (A) or (D) Price				
CLASS A COMMON STOCK	12/23/2015		C		17,819 (1)	A	\$ 0 17,819	I	By Trust (2)
CLASS A COMMON STOCK	12/24/2015		C		118,700 (1)	A	\$ 0 136,519	I	By Trust (2)
CLASS A COMMON STOCK	12/28/2015		C		14,704 (1)	A	\$ 0 14,704	I	By Trust (3)
CLASS A COMMON	12/28/2015		C		14,704 (1)	A	\$ 0 14,704	I	By Trust (4)

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STOCK

CLASS A COMMON STOCK	12/28/2015	C	39,129 <u>(1)</u>	A	\$ 0	39,129	I	By Trust <u>(5)</u>
CLASS A COMMON STOCK	02/10/2016	C	19,601	A	\$ 0	19,601	D <u>(6)</u>	
CLASS A COMMON STOCK	02/10/2016	C	58,343	A	\$ 0	58,343	D <u>(7)</u>	
CLASS A COMMON STOCK						1,050,000	I	By Partnership <u>(8)</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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
CLASS B COMMON STOCK	<u>(9)</u>	12/23/2015		C	17,819	<u>(9)</u>	<u>(9)</u>	CLASS A COMMON STOCK	17,81
CLASS B COMMON STOCK	<u>(9)</u>	12/24/2015		C	118,700	<u>(9)</u>	<u>(9)</u>	CLASS A COMMON STOCK	118,70
CLASS B COMMON STOCK	<u>(9)</u>	12/28/2015		C	14,704	<u>(9)</u>	<u>(9)</u>	CLASS A COMMON STOCK	14,70
CLASS B COMMON STOCK	<u>(9)</u>	12/28/2015		C	14,704	<u>(9)</u>	<u>(9)</u>	CLASS A COMMON STOCK	14,70
CLASS B COMMON STOCK	<u>(9)</u>	12/28/2015		C	39,129	<u>(9)</u>	<u>(9)</u>	CLASS A COMMON	39,12

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- (11) These shares were owned directly by the Keenan V Trust and indirectly by Mr. Keenan as a Co-Trustee of the Keenan V Trust.
- (12) These shares were owned directly by the Brody Trust and indirectly by Mr. Keenan as a Co-Trustee of the Brody Trust.
- (13) These shares were owned directly by the Millennium Trust and indirectly by Mr. Keenan as a beneficiary of the Millennium Trust.
- (14) These shares were owned directly by Mr. Keenan and were held in the Keenan IRA.
- (15) These shares were owned directly by Mr. Keenan and were held in the Keenan Roth IRA.

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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