

APPFOLIO INC
Form SC 13D/A
October 20, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 15)*

AppFolio, Inc.

(Name of Issuer)

Class A Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

03783C100

(CUSIP Number)

Pat Robertson

Dragoneer Investment Group, LLC

One Letterman Drive, Building D, Suite M500

San Francisco, CA 94129

(415) 539-3085

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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with copies to:

Thomas Holden

Ropes & Gray LLP

Three Embarcadero Center

San Francisco, CA 94111

(415) 315-2355

October 17, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 03783C100

1. Names of Reporting Persons

Marc Stad

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)
3. SEC Use Only

4. Source of Funds (See Instructions)

OO, PF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States Citizen

Number of 7. Sole Voting Power

Shares

Beneficially 100,107 shares of Class A Common Stock

8. Shared Voting Power

Owned by

Each

Reporting 763,097 shares of Class A Common Stock

9. Sole Dispositive Power

Person

With 100,107 shares of Class A Common Stock

10. Shared Dispositive Power

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763,097 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

863,204 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

6.22%¹

14. Type of Reporting Person (See Instructions)

IN

¹ Percentage calculations are based upon 13,406,739 issued and outstanding shares of the Issuer's Class A common stock as of July 24, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on August 7, 2017, plus 479,004 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad.

CUSIP No. 03783C100

1. Names of Reporting Persons

Dragoneer Investment Group, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)
3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0
8. Shared Voting Power

Owned by

Each

Reporting 763,097 shares of Class A Common Stock
9. Sole Dispositive Power

Person

With

0
10. Shared Dispositive Power

763,097 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

763,097 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

5.50%²

14. Type of Reporting Person (See Instructions)

IA

² Percentage calculations are based upon 13,406,739 issued and outstanding shares of the Issuer's Class A common stock as of July 24, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on August 7, 2017, plus 479,004 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad.

CUSIP No. 03783C100

1. Names of Reporting Persons

Dragoneer Global Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)
3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0
8. Shared Voting Power

Owned by

Each

0
9. Sole Dispositive Power

Reporting Person

With

0
10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

0.00%⁴

14. Type of Reporting Person (See Instructions)

PN

⁴ Percentage calculations are based upon 13,406,739 issued and outstanding shares of the Issuer's Class A common stock as of July 24, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on August 7, 2017, plus 479,004 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad.

CUSIP No. 03783C100

1. Names of Reporting Persons

Dragoneer Global Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)
3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned by

Each

594,463 shares of Class A Common Stock

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

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594,463 shares of Class A Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person

594,463 shares of Class A Common Stock

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

4.28%⁵

14. Type of Reporting Person (See Instructions)

PN

⁵ Percentage calculations are based upon 13,406,739 issued and outstanding shares of the Issuer's Class A common stock as of July 24, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on August 7, 2017, plus 479,004 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad.

CUSIP No. 03783C100

1. Names of Reporting Persons

Dragoneer Opportunities Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)
3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

Number of 7. Sole Voting Power

Shares

Beneficially 0
8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With

0
10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row 11

0.00%⁶

14. Type of Reporting Person (See Instructions)

PN

⁶ Percentage calculations are based upon 13,406,739 issued and outstanding shares of the Issuer's Class A common stock as of July 24, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on August 7, 2017, plus 479,004 shares of Class B Common Stock converted to shares of Class A Common Stock by the Dragoneer Entities and Mr. Stad.

AMENDMENT NO. 15 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission) by the Reporting Persons with respect to the Common Stock of the Issuer on July 6, 2015, as amended on January 15, 2016, February 5, 2016, February 8, 2016, February 11, 2016, March 7, 2016, May 18, 2016, November 15, 2016, March 28, 2017, June 14, 2017, July 10, 2017, July 31, 2017, August 9, 2017, August 14, 2017 and October 2, 2017 (the Schedule 13D). Terms defined in the Schedule 13D are used herein as so defined. Except as specifically provided herein, this amendment (Amendment No. 15) does not modify any of the information previously reported on the Statement.

This Amendment No. 15 is being filed to update the information in the Schedule 13D as a result of the matters described in Item 3 of this Amendment No. 15 and the addition of a certain person identified in Item 2 of this Amendment No. 15 as a Reporting Person on this Schedule 13D.

Item 2. Identity and Background

The information contained in Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) Name

This Statement is being filed jointly by the following (each, a Reporting Person, and, collectively, the Reporting Persons): Marc Stad, Dragoneer Investment Group, LLC (Dragoneer Adviser), a registered investment adviser, Dragoneer Global Fund, L.P. (Dragoneer Global Fund), Dragoneer Global Fund II, L.P. (Dragoneer Global Fund II), and Dragoneer Opportunities Fund, L.P. (Dragoneer Opportunities Fund).

Marc Stad is the managing member of Dragoneer Adviser, Dragoneer Global GP, LLC, a Delaware limited liability company (Dragoneer Global GP), and Dragoneer Global GP II, LLC, a Delaware limited liability company (Dragoneer Global GP II, together with Dragoneer Global GP, Dragoneer Adviser, Dragoneer Global Fund, Dragoneer Global Fund II and Dragoneer Opportunities Fund, the Dragoneer Entities). Dragoneer Global GP is the general partner of Dragoneer Global Fund and Dragoneer Opportunities Fund. Dragoneer Global GP II is the general partner of Dragoneer Global Fund II.

(b) Business Address

The principal business address for each of the Reporting Persons and for the Dragoneer Entities is c/o Dragoneer Investment Group, LLC, One Letterman Drive, Building D, Suite M500, San Francisco, CA 94129.

(c) Principal Business

The principal occupation of Mr. Stad is manager of Dragoneer Adviser. Dragoneer Adviser is a registered investment adviser and acts as investment manager to affiliates of Dragoneer Global Fund, Dragoneer Global Fund II and Dragoneer Opportunities Fund. Dragoneer Global Fund, Dragoneer Global Fund II and Dragoneer Opportunities Fund are private investment vehicles. Dragoneer Global GP serves as the general partner of Dragoneer Global Fund and Dragoneer Opportunities Fund. Dragoneer Global GP II serves as the general partner of Dragoneer Global Fund II.

(d) and (e) No Convictions or Proceedings

During the last five years, none of the Reporting Persons or other Dragoneer Entities has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the Reporting Persons or other Dragoneer Entities has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship

Marc Stad is a citizen of the United States. Each of Dragoneer Global Fund, Dragoneer Global Fund II and Dragoneer Opportunities Fund is organized under the laws of the Cayman Islands. Dragoneer Adviser is organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Considerations.

The information contained in Item 3 of the Schedule 13D is hereby amended to add the following:

On October 16, 2017, Marc Stad sold 1,191 shares of the Issuer's Class A Common Stock for \$50.76 per share, Dragoneer Global Fund II sold 14,652 shares of the Issuer's Class A Common Stock for \$50.76 per share, and certain other funds and managed accounts associated with the Dragoneer Entities and Mr. Stad sold 4,157 shares of the Issuer's Class A Common Stock for \$50.76 per share.

Effective October 17, 2017 and October 19, 2017, respectively, Dragoneer Global Fund made in-kind distributions of 101,839 and 27,445 shares of the Issuer's Class A Common Stock to its limited partners and certain members of Dragoneer Global GP, including an aggregate of 27,202 shares to Marc Stad, and Dragoneer Opportunities Fund made in-kind distributions of 104,772 and 24,512 shares of the Issuer's Class A Common Stock to its limited partners and certain members of Dragoneer Global GP, including an aggregate of 24,585 shares to Marc Stad. As a result of these in-kind distributions, Dragoneer Global Fund and Dragoneer Opportunities Fund no longer beneficially own any shares of the Issuer's Class A Common Stock.

On October 17, 2017, Marc Stad sold 1,191 shares of the Issuer's Class A Common Stock for \$50.68 per share, Dragoneer Global Fund II sold 14,652 shares of the Issuer's Class A Common Stock for \$50.68 per share, and certain other funds and managed accounts associated with the Dragoneer Entities and Mr. Stad sold 4,157 shares of the Issuer's Class A Common Stock for \$50.68 per share.

On October 18, 2017, Marc Stad sold 1,787 shares of the Issuer's Class A Common Stock for \$50.18 per share, Dragoneer Global Fund II sold 21,978 shares of the Issuer's Class A Common Stock for \$50.18 per share, and certain other funds and managed accounts associated with the Dragoneer Entities and Mr. Stad sold 6,235 shares of the Issuer's Class A Common Stock for \$50.18 per share.

On October 19, 2017, Marc Stad sold 875 shares of the Issuer's Class A Common Stock for \$49.28 per share, Dragoneer Global Fund II sold 10,770 shares of the Issuer's Class A Common Stock for \$49.28 per share, and certain other funds and managed accounts associated with the Dragoneer Entities and Mr. Stad sold 3,055 shares of the Issuer's Class A Common Stock for \$49.28 per share.

Item 5. Interest in Securities of the Issuer.

The information contained in Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) and (b)

The beneficial ownership of Common Stock by each person named in Item 2 above is as follows:

Mr. Stad has sole investment and voting power with respect to 100,107 shares of Class A Common Stock and may be deemed to share investment or voting power with respect to 763,097 shares of Class A Common Stock held by the Dragoneer Entities and certain other managed accounts. In aggregate, Mr. Stad may be deemed to beneficially own 863,204 shares of Class A Common Stock.

Dragoneer Adviser is a registered investment adviser and acts as investment manager to Dragoneer Global Fund, Dragoneer Global Fund II, Dragoneer Opportunities Fund and certain other managed accounts and as a result may be deemed to share voting and dispositive power with respect to the 594,463 shares of Class A Common Stock held by Dragoneer Global Fund II and the 168,634 shares of Class A Common Stock held by certain other managed accounts. In aggregate, Dragoneer Adviser may be deemed to beneficially own 763,097 shares of Class A Common Stock.

As a result of the in-kind distributions described in Item 3 above, Dragoneer Global Fund and Dragoneer Opportunities Fund hold zero shares of Class A Common Stock.

Dragoneer Global Fund II holds 594,463 shares of Class A Common Stock (the Dragoneer Global Fund II shares) and may be deemed to share voting and dispositive power with respect to such shares. As the general partner of Dragoneer Global Fund II, Dragoneer Global GP II may also be deemed to share voting and dispositive power with respect to the Dragoneer Global Fund II shares.

Item 13 of each of the cover pages of this Statement is incorporated herein by reference.

(c)
The Reporting Persons have not effected any transactions in the Class A Common Stock since the filing of Amendment No. 14 to the Schedule 13D, other than as described in Item 3.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended to add the following:

Exhibit 99.2 Joint Filing Agreement

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 19, 2017

Marc Stad

By: /s/ Marc Stad

DRAGONEER INVESTMENT GROUP, LLC

By: /s/ Pat Robertson
Name: Pat Robertson
Chief Operating Officer

DRAGONEER GLOBAL FUND, L.P.

By: Dragoneer Global GP, LLC
Its: General Partner

By: /s/ Pat Robertson
Name: Pat Robertson

DRAGONEER GLOBAL FUND II, L.P.

By: Dragoneer Global GP II, LLC
Its: General Partner

By: /s/ Pat Robertson
Name: Pat Robertson

DRAGONEER OPPORTUNITIES FUND ,
L.P.

By: Dragoneer Global GP, LLC
Its: General Partner

By: /s/ Pat Robertson
Name: Pat Robertson

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.