

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)

1. Name and Address of Reporting
Person *

Â Seymour Steven D

(Last) (First) (Middle)

C/O CORNERSTONE
ONDEMAND, INC.,Â 1601
CLOVERFIELD BLVD., SUITE
620 SOUTH

(Street)

SANTA
MONICA,,Â CAÂ 90404

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/16/2011

3. Issuer Name **and** Ticker or Trading Symbol
Cornerstone OnDemand Inc [CSOD]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
EVP of Strategic Accounts

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 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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,, CA 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.
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
- (5) 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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