

ELLIE MAE INC  
Form 4  
August 09, 2013

**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 \*  
Lee Elisa

(Last) (First) (Middle)

C/O ELLIE MAE, INC., 4155  
HOPYARD ROAD, SUITE 200

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ELLIE MAE INC [ELLI]

3. Date of Earliest Transaction (Month/Day/Year)  
08/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP, General Counsel & Sct

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or Price                                                                               |                                                          |                                                       |
| Common Stock                    | 08/08/2013 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 30,000 A \$ 6.75                                                                              | 30,000                                                   | D                                                     |
| Common Stock                    | 08/08/2013 <sup>(1)</sup>            |                                                    | S                              |                                                                   | 30,000 D \$ 29.95                                                                             | 0                                                        | D                                                     |
| Common Stock                    | 08/08/2013 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 3,062 A \$ 6.75                                                                               | 3,062                                                    | D                                                     |
| Common Stock                    | 08/08/2013 <sup>(1)</sup>            |                                                    | S                              |                                                                   | 3,062 D \$ 29.95                                                                              | 0                                                        | D                                                     |
| Common Stock                    | 08/08/2013 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 3,646 A \$ 5.02                                                                               | 3,646                                                    | D                                                     |

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|              |                           |   |       |   |          |       |   |
|--------------|---------------------------|---|-------|---|----------|-------|---|
| Common Stock | 08/08/2013 <sup>(1)</sup> | S | 3,646 | D | \$ 29.95 | 0     | D |
| Common Stock | 08/08/2013 <sup>(1)</sup> | M | 2,431 | A | \$ 6.75  | 2,431 | D |
| Common Stock | 08/08/2013 <sup>(1)</sup> | S | 2,431 | D | \$ 29.95 | 0     | D |

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

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SEC 1474  
(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|---------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | V                                                                                       | (A) (D) |                                                          |                                                             |                            |
| Incentive Stock Option (right to buy)      | \$ 6.75                                                | 08/08/2013 <sup>(1)</sup>            |                                                    | M                              |                                                                                         | 30,000  | <sup>(2)</sup> 02/03/2020                                | Common Stock                                                | 30,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 5.02                                                | 08/08/2013 <sup>(1)</sup>            |                                                    | M                              |                                                                                         | 3,646   | <sup>(4)</sup> 08/17/2021                                | Common Stock                                                | 3,646                      |
| Non-Qualified Stock Option (right to buy)  | \$ 6.75                                                | 08/08/2013 <sup>(1)</sup>            |                                                    | M                              |                                                                                         | 3,062   | <sup>(2)</sup> 02/03/2020                                | Common Stock                                                | 3,062                      |
| Non-Qualified Stock Option (right to buy)  | \$ 6.75                                                | 08/08/2013 <sup>(1)</sup>            |                                                    | M                              |                                                                                         | 2,431   | <sup>(5)</sup> 02/03/2020                                | Common Stock                                                | 2,431                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|----------------------------------|---------------|-----------|--------------------------------|-------|
|                                  | Director      | 10% Owner | Officer                        | Other |
| Lee Elisa<br>C/O ELLIE MAE, INC. |               |           | Exec VP, General Counsel & Sct |       |

4155 HOPYARD ROAD, SUITE 200  
PLEASANTON, CA 94588

## Signatures

/s/ Elisa Lee

08/09/2013

\_\_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 exercise and sale of these stock options was completed pursuant to the Rule 10b5-1 trading plan adopted by Elisa Lee.
- (2) Option vests with respect to 25% of the shares subject thereto on November 16, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on November 16, 2013.
- (3) The reported transaction is a grant of a derivative security, in which we have left column 8 blank, and have reported the exercise or conversion price of the derivative security in column 2.
- (4) Option vests with respect to 25% of the shares subject thereto on August 17, 2012, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on August 17, 2015.
- (5) Option vests with respect to 25% of the shares subject thereto on February 3, 2011, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on February 3, 2014.

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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