

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
SEC Accession No. [0001181431-13-017944](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Baker R C Mark

CIK: **1512547**

Type: **4** | Act: **34** | File No.: **001-35098** | Film No.: **13703280**

Mailing Address
C/O CORNERSTONE
ONDEMAND
1601 CLOVER BLVD, SUITE
620 SOUTH
SANTA MONICA CA 90404

ISSUER

Cornerstone OnDemand Inc

CIK: **1401680** | IRS No.: **000000000** | State of Incorpor.: **DE**

SIC: **7372** Prepackaged software

Mailing Address
1601 CLOVERFIELD BLVD
SUITE 620
SANTA MONICA CA 90404

Business Address
1601 CLOVERFIELD BLVD
SUITE 620
SANTA MONICA CA 90404
310-752-0200

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Baker R C Mark			2. Issuer Name and Ticker or Trading Symbol Cornerstone OnDemand Inc [CSOD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013					
C/O CORNERSTONE ONDEMAND, INC., 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) SANTA MONICA, CA 90404								
(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)	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			
Common Stock	03/15/2013		M		2,000	A	\$0.34	58,356	D	
Common Stock	03/15/2013		S		2,000	D	\$33.7865 ⁽¹⁾	56,356	D	
Common Stock	03/18/2013		M		3,000	A	\$0.34	59,356	D	
Common Stock	03/18/2013		S		3,000	D	\$33.3993 ⁽²⁾	56,356	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$0.34	03/15/2013		M		2,000				Common Stock	2,000	\$ 0	3,000	D	

Stock Option (right to buy)	\$0.34	03/18/2013		<u>M</u>		3,000	(3)	12/05/2017	Common Stock	3,000	\$ 0	0	D	
--------------------------------------	--------	------------	--	----------	--	-------	-----	------------	-----------------	-------	------	---	---	--

Explanation of Responses:

1. This sale price represents the weighted average sale price of the shares sold ranging from \$33.65 to \$34.00 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
2. This sale price represents the weighted average sale price of the shares sold ranging from \$33.22 to \$33.63 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
3. The shares subject to the option are fully vested and exercisable.

Signatures

/s/ Adam J. Weiss, by power of Attorney

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.