

ELLIE MAE INC  
Form SC 13G/A  
February 13, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Ellie Mae, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.0001 per share**

**(Title of Class of Securities)**

**28849P100**

**(CUSIP Number)**

**December 31, 2012**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

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☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page. The information required in 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. 28849P100

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1. **Names of Reporting Persons.**

Charter Legacy, LLC

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

(a) ☐ (b) ☒

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

Delaware

5. **Sole Voting Power:**

*Number of* 0

6. **Shared Voting Power:**

*Shares*

*Beneficially*

*Owned by* 300,000

7. **Sole Dispositive Power:**

*Each*

*Reporting*

0

*Person With* 8. **Shared Dispositive Power:**

300,000

9. **Aggregate Amount Beneficially Owned by Each Reporting Person:**

300,000

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares** (*See Instructions*) ☐

11. **Percent of Class Represented by Amount in Row (9):**

1.2%

12. **Type of Reporting Person** (See Instructions):

OO

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1. **Names of Reporting Persons.**

CMC Master Fund, L.P.

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

(a) ☐ (b) ☒

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

Delaware

5. **Sole Voting Power:**

Number of 0

6. **Shared Voting Power:**

Shares

Beneficially

Owned by 300,000

7. **Sole Dispositive Power:**

Each

Reporting

0

Person With 8. **Shared Dispositive Power:**

300,000

9. **Aggregate Amount Beneficially Owned by Each Reporting Person:**

300,000

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares** *(See Instructions)* ☐

11. **Percent of Class Represented by Amount in Row (9):**

1.2%

12. **Type of Reporting Person** (See Instructions):

PN

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1. **Names of Reporting Persons.**

C.M. Capital Advisors, LLC

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

(a) ☐ (b) ☒

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

Delaware

5. **Sole Voting Power:**

Number of 0

6. **Shared Voting Power:**

Shares

Beneficially

Owned by 0

7. **Sole Dispositive Power:**

Each

Reporting

0

8. **Shared Dispositive Power:**

Person With

0

9. **Aggregate Amount Beneficially Owned by Each Reporting Person:**

0

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares** *(See Instructions)* ☐

11. **Percent of Class Represented by Amount in Row (9):**

0.0%

12. **Type of Reporting Person** (See Instructions):

OO



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1. **Names of Reporting Persons.**

C.M. Capital Corp.

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

(a) ☐ (b) ☒

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

California

5. **Sole Voting Power:**

Number of 0

6. **Shared Voting Power:**

Shares

Beneficially

Owned by 0

7. **Sole Dispositive Power:**

Each

Reporting

0

8. **Shared Dispositive Power:**

Person With

0

9. **Aggregate Amount Beneficially Owned by Each Reporting Person:**

0

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares** (*See Instructions*) ☐

11. **Percent of Class Represented by Amount in Row (9):**

0.0%

12. **Type of Reporting Person** (See Instructions):

CO

**Item 1.**

(a) **Name of Issuer:**

Ellie Mae, Inc.

(b) **Address of Issuer's Principal Executive Offices:**

4155 Hopyard Road, Suite 200, Pleasanton, California 94588

**Item 2.**

(a) **Name of Person Filing:**

Charter Legacy, LLC

CMC Master Fund, L.P.

C.M. Capital Advisors, LLC

C.M. Capital Corp.

The entities named in this Item 2(a) are individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

(b) **Address of Principal Business Office, or, if none, Residence:**

Address for Charter Legacy, LLC, CMC Master Fund, L.P., and C.M. Capital Advisors, LLC:  
c/o C.M. Capital Corp.  
525 University Avenue, Suite 200  
Palo Alto, California 94301

Address for C.M. Capital Corp.:  
525 University Avenue, Suite 200  
Palo Alto, California 94301

(c) **Citizenship**

Charter Legacy, LLC: Delaware

CMC Master Fund, L.P.: Delaware

C.M. Capital Advisors, LLC: Delaware

C.M. Capital Corp.: California

(d) **Title of Class of Securities:**

Common Stock

(e) **CUSIP Number:**

28849P100

**Item 3.** **This statement is filed pursuant to Rule 13d-1(d).**

**Item 4.** **Ownership**

Rows 5 through 9 and 11 of the cover page for each Reporting Person set forth the applicable information as of December 31, 2012. The ownership percentages are based on 25,659,876 shares of Common Stock of the Issuer reported to be outstanding as of October 31, 2012 in a Form 10-Q filed with the SEC on November 8, 2012.

The reported securities were held of record by Charter Legacy, LLC as of December 31, 2012. Charter Legacy, LLC is a wholly owned investment vehicle of CMC Master Fund, L.P. CMC Master Fund, L.P., may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities and Exchange Act of 1934, as amended) the shares of Common Stock owned of record by Charter Legacy, LLC. CMC Master Fund, L.P., expressly disclaims beneficial ownership of all such shares except to the extent of its pecuniary interest therein, if any.

C.M. Capital Advisors, LLC, a Delaware limited liability company, and C.M. Capital Corp., a California corporation, which were included as Reporting Persons in the original Schedule 13G, no longer have an indirect beneficial ownership interest in the reported securities following a reorganization among related parties.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not Applicable.

**Item 9. Notice of Dissolution of Group:**

Not Applicable.

**Item 10. Certification:**

Not Applicable.

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.

Date: February 12, 2013

**CHARTER LEGACY, LLC**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO, C.M. Capital Advisors, LLC, which is the Manager of CMC Master Fund Partners, LLC, which is the general partner of CMC Master Fund, L.P., which is the sole member of Charter Legacy, LLC

**CMC MASTER FUND, L.P.**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO, C.M. Capital Advisors, LLC, which is the Manager of CMC Master Fund Partners, LLC, which is the general partner of CMC Master Fund, L.P.

**C.M. CAPITAL ADVISORS, LLC**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO

**C.M. CAPITAL CORPORATION**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
A	Joint Filing Agreement (furnished herewith)

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**EXHIBIT A**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned agree that only one statement containing the information required by Schedule 13G need be filed by each of the undersigned with respect to the ownership by each of the undersigned of shares of stock of Ellie Mae, Inc. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Date: February 12, 2013

**CHARTER LEGACY, LLC**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO, C.M. Capital Advisors, LLC, which is the Manager of CMC Master Fund Partners, LLC, which is the general partner of CMC Master Fund, L.P., which is the sole member of Charter Legacy, LLC

**CMC MASTER FUND, L.P.**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO, C.M. Capital Advisors, LLC, which is the Manager of CMC Master Fund Partners, LLC, which is the general partner of CMC Master Fund, L.P.

**C.M. CAPITAL ADVISORS, LLC**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO

**C.M. CAPITAL CORPORATION**

By: /s/ Fernando Sucre  
Name: Fernando Sucre  
Title: Senior Vice President and CFO