

APPFOLIO INC
Form 4
October 08, 2015

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 *
BV Capital GP II, LLC

(Last) (First) (Middle)

C/O E. VENTURES, 600
MONTGOMERY STREET, 43RD
FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
APPFOLIO INC [APPF]

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|----------------------|--|----------------------|-----------------|---|------------------|-----------------------|-----------------------|-------------------------------|
| | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> | 10/06/2015 | S | | 1,124,825 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Class A Common Stock 1,124,82 |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> | 10/06/2015 | S | | 385,656 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Class A Common Stock 385,656 |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> | 10/06/2015 | S | | 222,169 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Class A Common Stock 222,169 |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> | 10/06/2015 | S | | 76,173 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Class A Common Stock 76,173 |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> | 10/06/2015 | S | | 1,475,756 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Class A Common Stock 1,475,75 |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> | 10/06/2015 | S | | 505,975 | <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u> | Class A Common Stock 505,975 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BV Capital GP II, LLC C/O E.VENTURES 600 MONTGOMERY STREET, 43RD FLOOR SAN FRANCISCO, CA 94111 | | X | | |
| BV Capital Gmbh & Co Beteiligungs KG No. 1 600 MONTGOMERY STREET, 43RD FLOOR SAN FRANCISCO, CA 94111 | | X | | |
| BV Capital Management, LLC 600 MONTGOMERY STREET, 43RD FLOOR SAN FRANCISCO, CA 94111 | | X | | |

BV Capital Fund II, L.P.
600 MONTGOMERY STREET, 43RD FLOOR X
SAN FRANCISCO, CA 94111

BV Capital Fund II-A, L.P.
600 MONTGOMERY STREET, 43RD FLOOR X
SAN FRANCISCO, CA 94111

Signatures

| | |
|---|------------|
| /s/ Mathias Schilling, Managing Member of BV Capital GP II, LLC | 10/06/2015 |
| __Signature of Reporting Person | Date |
| /s/ Mathias Schilling, Managing Member of BV Capital Management, LLC which serves as Managing Limited Partner of BV Capital GMBH & Co Beteiligungs KG No. 1 | 10/06/2015 |
| __Signature of Reporting Person | Date |
| /s/ Mathias Schilling, Managing Member of BV Capital Management, LLC | 10/06/2015 |
| __Signature of Reporting Person | Date |
| /s/ Mathias Schilling, Managing Member of BV Capital GP II, LLC which serves as General Partner of BV Capital Fund II, L.P. | 10/06/2015 |
| __Signature of Reporting Person | Date |
| /s/ Mathias Schilling, Managing Member of BV Capital GP II, LLC which serves as General Partner to BV Capital Fund II-A, L.P. | 10/06/2015 |
| __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).

Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer

(1) except for any transfers by (i) a partnership or limited liability company that was a registered holder of shares of Class B Common Stock at the effective time of the IPO to anyone who was a partner or member of any such partnership or limited liability company at such effective time, and (ii) a transfer to a "qualified recipient" as defined in the Issuer's amended and restated certificate of incorporation.

The shares of Class B Common Stock have no expiration date. All shares of Class B Common Stock will convert automatically into shares of Class A Common Stock, on a one share for one share basis, on the date when the number of Issuer's outstanding shares of Class

(2) B Common Stock represents less than 10% of the sum of its outstanding shares of Class A Common Stock and Class B Common Stock. The Class B Common Stock has not been registered, and is not currently expected to be registered, under the Securities Exchange Act of 1934, as amended.

The securities are owned by BV Capital Fund II, L.P. ("BV II"). BV Capital GP II, LLC ("BV GP II") serves as the General Partner of BV II. As such, BV GP II possesses sole voting and investment control over the shares owned by BV II and may be deemed to have indirect beneficial ownership of the shares held by BV II. BV GP II owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(3)

The securities are owned by BV Capital Fund II-A, L.P. ("BV II-A"). BV GP II serves as the General Partner of BV II-A. As such, BV GP II possesses sole voting and investment control over the shares owned by BV II-A and may be deemed to have indirect beneficial ownership of the shares held by BV II-A. BV GP II owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(4)

The securities are owned by BV Capital GMBH & Co Beteiligungs KG No. 1 ("BV KG"). BV Capital Management, LLC ("BV Management") serves as the Managing Limited Partner of BV KG. As such, BV Management possesses sole voting and investment control over the shares owned by BV KG and may be deemed to have indirect beneficial ownership of the shares held by BV KG. BV Management, which is under common control with BV GP II (defined in footnote 3), owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

(5)

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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