

Osnoss Joseph
Form 4
September 10, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Silver Lake Group, L.L.C.

(Last) (First) (Middle)

C/O SILVER LAKE,, 2775 SAND
HILL ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2018

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)

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)
				(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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information contained in this form are not
required to respond unless the form
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)	(Instr. 10)	(Instr. 11)	(Instr. 12)	(Instr. 13)	(Instr. 14)	(Instr. 15)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
5.75% Convertible Senior Notes due 2021 <u>(3)</u> <u>(4)</u>	\$ 42 <u>(6)</u>	09/07/2018	J	(1)(2)		\$ 0 <u>(1)</u> <u>(2)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	<u>(1)</u> <u>(2)</u> <u>(8)</u>	<u>(1)</u>
5.75% Convertible Senior Notes due 2021 <u>(3)</u> <u>(5)</u>	\$ 42 <u>(6)</u>	09/07/2018	J	(1)(2)		\$ 0 <u>(1)</u> <u>(2)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	<u>(1)</u> <u>(2)</u> <u>(8)</u>	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silver Lake Group, L.L.C. C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
SLAA (GP), L.L.C. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
Silver Lake Alpine Associates, L.P. C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
Osnoss Joseph C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			

/s/ Joseph Osnoss	09/10/2018
**Signature of Reporting Person	Date

Explanation of Responses:

(8) 5,196,232 and 1,803,760 shares of Common Stock are issuable upon conversion of the Convertible Notes held by each of SLP Chicago and Co-Invest, respectively, at the initial conversion rate of 23.8095 shares of Common Stock, and cash in lieu of fractional

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shares of Common Stock, per \$1,000 principal amount of Convertible Notes. The initial conversion rate is subject to adjustment from time to time upon the occurrence of certain customary events in accordance with the terms of an indenture, dated as of December 8, 2017, by and between the Issuer and U.S. Bank National Association, as trustee.

- (9) These securities are directly held by SLP Chicago. See footnote 4.
- (10) These securities are directly held by Co-Invest. See footnote 5.

Remarks:

The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be

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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