

Ward Rob
Form 4
August 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
Ward Rob

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
245 LYTTON AVENUE, SUITE 350

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2012

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

(Street)
PALO ALTO, CA 94301

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

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	(A) or (D)	Price
Common Stock	08/13/2012		J ⁽¹⁾		17,317	A	\$ 0
							17,317
Common Stock	08/13/2012		J ⁽²⁾		570,000	D	\$ 0
							4,015,596
Common Stock	08/13/2012		J ⁽⁴⁾		10,389	D	\$ 0
							73,189
Common Stock	08/14/2012		S		17,317	D	\$ 24.7916
							0

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to the extent of any pecuniary interest therein.

- (4) MC Aff III made pro-rata distributions for no additional consideration of 10,389 shares of Common Stock of the Issuer to its partners on August 13, 2012.

- (5) The reported securities are held of record by MC Aff III. MCA III, the general partner of MC Aff III, has sole voting and dispositive power with respect to the securities held by MC Aff III. The managing member of MCA III is MMA III. Robert D. Ward, a managing member of MMA III, may be deemed to share voting and dispositive power with respect to the shares held by MC Aff III and disclaims beneficial ownership of the securities held by MC Aff III except to the extent of any pecuniary interest therein.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.34 to \$25.16, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 6 to this Form 4.

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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