

Helvey Kirsten Maas
 Form 3
 February 25, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
 Helvey Kirsten Maas
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 02/15/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O CORNERSTONE
 ONDEMAND, INC., 1601
 CLOVERFIELD BLVD., SUITE
 620 SOUTH
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 SVP, Client Success

SANTA MONICA, CA 90404
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	110,415 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	À
Common Stock	94	I	See <u>(7)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	04/21/2011 ⁽⁴⁾	04/21/2020	Common Stock	75,000	\$ 1.65	D	Â
Stock Option (right to buy)	10/01/2012 ⁽⁴⁾	10/01/2021	Common Stock	100,000	\$ 12.54	D	Â
Stock Option (right to buy)	07/01/2013 ⁽⁵⁾	07/01/2022	Common Stock	23,300	\$ 23.81	D	Â
Stock Option (right to buy)	07/01/2013 ⁽⁴⁾	07/01/2022	Common Stock	26,700	\$ 23.81	D	Â
Stock Option (right to buy)	12/31/2012 ⁽⁶⁾	12/31/2015	Common Stock	392	\$ 27.75	I	See ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Helvey Kirsten Maas C/O CORNERSTONE ONDEMAND, INC. 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH SANTA MONICA, CA 90404	Â	Â	Â SVP, Client Success	Â

Signatures

/s/ Adam J. Weiss, by power of attorney 02/25/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Includes 2,750 shares represented by restricted stock units that vest in two equal annual installments beginning on May 15, 2013, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.
- (2) Includes 6,300 shares represented by restricted stock units that vest in three equal annual installments beginning on July 1, 2013, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.
- (3) Includes 7,200 shares represented by restricted stock units that vest in four equal annual installments beginning on July 1, 2013, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.
- (4) One-fourth of the shares subject to the option will vest on the first anniversary of the Vesting Commencement Date, and the remaining shares will vest in equal monthly installments over the following 36 months, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.
- (5)

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One-third of the shares subject to the option will vest on the first anniversary of the Vesting Commencement Date, and the remaining shares will vest in equal monthly installments over the following 24 months, subject to the Reporting Person continuing to be a Service Provider through each such vesting date.

(6) On December 4, 2012, the optionholder was granted an option to purchase 59,683 shares of the Issuer's common stock, subject to the satisfaction of certain performance criteria beginning on December 31, 2012. Certain performance criteria were met on December 31, 2012, resulting in vesting of the option as to 392 shares.

(7) By Spouse.

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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