

ELLIE MAE INC
Form 4
March 24, 2014

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 *
Corr Jonathan

(Last) (First) (Middle)
C/O ELLIE MAE, INC., 4155
HOPYARD ROAD, SUITE 200
(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ELLIE MAE INC [ELLI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2014

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)
President & COO

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	03/20/2014		A		27,500 (1) \$ 0	D	
Common Stock	03/20/2014(2)		M		5,458 \$ 5.45	D	
Common Stock	03/20/2014(2)		S		5,458 \$ 28.7668 (3)	D	
Common Stock	03/20/2014(2)		M		1,042 \$ 5.02	D	
Common Stock	03/20/2014(2)		S		1,042 \$ 28.7668	D	

(3)

Common Stock 58,099 I by Trust

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.02	03/20/2014 ⁽²⁾		M	1,042	⁽⁴⁾ 08/17/2021	Common Stock	1,042
Non-Qualified Stock Option (right to buy)	\$ 5.45	03/20/2014 ⁽²⁾		M	5,458	⁽⁶⁾ 12/19/2021	Common Stock	5,458

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corr Jonathan C/O ELLIE MAE, INC. 4155 HOPYARD ROAD, SUITE 200 PLEASANTON, CA 94588			President & COO	

Signatures

/s/ Jonathan H. Corr 03/24/2014

**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).

- Constitutes shares to be issued following the Compensation Committee of the Board of Directors certification on March 20, 2014 of the achievement of performance goals under 2013 performance share awards. Shares of common stock will be issued on or about April 21, 2014 with 25% of the shares vesting on each of the date of issuance, March 20, 2015, March 20, 2016 and March 20, 2017, subject to continuous service through such dates.
- (1) The exercise and sale of these stock options was completed pursuant to the Rule 10b5-1 trading plan adopted by Jonathan H. Corr.
The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$28.48 to \$28.97, inclusive.
 - (2) The reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., 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 ranges set forth in footnote (2) to this Form 4.
 - (3) Option vests with respect to 25% of the shares subject thereto on August 17, 2012, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on August 17, 2015.
 - (4) The reported transaction is a grant of a derivative security, in which we have left column 8 blank, and have reported the exercise or conversion price of the derivative security in column 2.
 - (5) Option vests with respect to 25% of the shares subject thereto on December 19, 2012, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on December 19, 2015.

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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