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

0.5

Estimated average burden hours per response...

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Cornerstone OnDemand Inc [CSOD] À Helvey Kirsten Maas (Month/Day/Year) 02/15/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O CORNERSTONE (Check all applicable) ONDEMAND, INC., 1601 CLOVERFIELD BLVD., SUITE 10% Owner Director 620 SOUTH _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group SVP, Client Success Filing(Check Applicable Line) _X_ Form filed by One Reporting Person **SANTA** Form filed by More than One MONICA, CAÂ 90404 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) 110,415 (1) (2) (3) Â Common Stock D Common Stock 94 I See (7) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

Edgar Filing: Helvey Kirsten Maas - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable		3. Title and A Securities Ur Derivative Se (Instr. 4) Title	nderlying	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)
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 <u>(6)</u>	12/31/2015	Common Stock	392	\$ 27.75	I	See <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	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	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.
- One-fourth of the shares subject to the option will vest on the first anniversary of the Vesting Commencement Date, and the remaining (4) 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)

Reporting Owners 2

Edgar Filing: Helvey Kirsten Maas - Form 3

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.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.