Cornerstone OnDemand Inc
Form 4
December 12, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Deer VI & Co. LLC

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	12/08/2011		S		502,922	D	$ 17.9656	4,551,930	I	See footnotes (1) (4)
Common Stock	12/08/2011		S		169,321	D	$ 17.9656	1,532,510	I	See footnotes (2) (4)
Common Stock	12/08/2011		S		8,398	D	$ 17.9656	76,011	I	See footnotes (3) (4)
Common	12/12/2011		S		236,520	D	$	4,315,410	I	See

Stock					18.1444			footnotes (1) (4)
Common Stock	12/12/2011	S	79,630	D	$ 18.1444	1,452,880	I	See footnotes (2) (4)
Common Stock	12/12/2011	S	3,950	D	$ 18.1444	72,061	I	See footnotes (3) (4)

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

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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 (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 Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deer VI & Co. LLC C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538		X		
Bessemer Venture Partners VI L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538		X		
Bessemer Venture Partners Co-Investment L.P. C/O BESSEMER VENTURE PARTNERS		X		

1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

Bessemer Venture Partners VI Institutional L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538 X

Signatures

/s/ Sandra Grippo, Chief Financial Officer for Deer VI & Co. LLC	12/12/2011
**Signature of Reporting Person	Date
/s/ Sandra Grippo, Chief Financial Officer for Deer VI & Co. LLC, general partner of Bessemer Venture Partners VI L.P.	12/12/2011
**Signature of Reporting Person	Date
/s/ Sandra Grippo, Chief Financial Officer for Deer VI & Co. LLC, general partner of Bessemer Venture Partners Co-Investment L.P.	12/12/2011
**Signature of Reporting Person	Date
/s/ Sandra Grippo, Chief Financial Officer for Deer VI & Co. LLC, general partner of Bessemer Venture Partners VI Institutional L.P.	12/12/2011
**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).

(1) The reported securities are held of record by Bessemer Venture Partners VI L.P. ("BVP VI").

(2) The reported securities are held of record by Bessemer Venture Partners Co-Investment L.P. ("BVP Co-Investment").

(3) The reported securities are held of record by Bessemer Venture Partners VI Institutional L.P. ("BVP Institutional" and collectively with BVP VI and BVP Co-Investment, the "Bessemer Venture Partners Entities").

(4) Deer VI & Co. LLC (the "General Partner") is the general partner of the Bessemer Venture Partners Entities and exercises voting and investment power with respect to securities owned directly by the Bessemer Venture Partners Entities. David J. Cowan, J. Edmund Colloton, Robert M. Stavis, Robin S. Chandra and Robert P. Goodman are the executive managers of the General Partner and share voting and dispositive power with respect to the securities held by the Bessemer Venture Partners Entities. The General Partner disclaims beneficial ownership of the securities owned directly by the Bessemer Venture Partners Entities and this report shall not be deemed an admission that the General Partners is the beneficial owner of such securieies, except to the extent of its pecuniary interest therein.

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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