

Baker R C Mark  
Form 3  
March 16, 2011

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
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**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 *	2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol
Â Baker R C Mark	(Month/Day/Year)	Cornerstone OnDemand Inc [CSOD]
(Last) (First) (Middle)	03/16/2011	
		4. Relationship of Reporting Person(s) to Issuer
		5. If Amendment, Date Original Filed(Month/Day/Year)

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

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SANTA  
MONICA,,Â CAÂ 90404  
(City) (State) (Zip)

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

SEC 1473 (7-02)

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

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

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Baker R C Mark - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	91,036	\$ (1)	D	Â
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	109,062	\$ (2)	D	Â
Stock Option (right to buy)	Â (3)	11/21/2016	Common Stock	50,000	\$ 0.34	D	Â
Stock Option (right to buy)	Â (3)	12/05/2017	Common Stock	25,000	\$ 0.34	D	Â
Stock Option (right to buy)	Â (3)	12/31/2018	Common Stock	25,000	\$ 0.53	D	Â
Stock Option (right to buy)	Â (3)	12/31/2019	Common Stock	25,000	\$ 1.26	D	Â
Stock Option (right to buy)	Â (4)	01/14/2021	Common Stock	25,000	\$ 8.88	D	Â

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Baker R C Mark  
 C/O CORNERSTONE ONDEMAND, INC.  
 1601 CLOVERFIELD BLVD., SUITE 620 SOUTH  
 SANTA MONICA, CA 90404

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## Signatures

/s/ Adam J. Weiss, by power of attorney

03/16/2011

\*\*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) The Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- (2) The Series C Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- (3) Shares subject to the option are fully vested and immediately exercisable.
- (4) Shares subject to the option vest in full and become exercisable on December 31, 2011.

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.