

Baker R C Mark
Form 3
March 16, 2011

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

OMB APPROVAL

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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 and 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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	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

Â X Â Â Â

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.