

APPFOLIO INC  
Form 3  
June 25, 2015

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 \*

STAD MARC  
(Last) (First) (Middle)

ONE LETTERMAN DRIVE,  
BUILDING C,, SUITE 3-950

(Street)

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/25/2015

3. Issuer Name and Ticker or Trading Symbol  
APPFOLIO INC [APPF]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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)

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 Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(Instr. 5)

|                                      |       |       |                              |           |        |       |                  |
|--------------------------------------|-------|-------|------------------------------|-----------|--------|-------|------------------|
| Series B Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) (3) | 22,273    | \$ (1) | D     | Â                |
| Series B Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) (3) | 1,539,229 | \$ (1) | I (4) | See footnote (4) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STAD MARC<br>ONE LETTERMAN DRIVE, BUILDING C,<br>SUITE 3-950<br>SAN FRANCISCO, CA 94129 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Marc Stad 06/25/2015

\*\*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 Issuer's Series B Convertible Preferred Stock is convertible, at any time at the option of the holder, and will convert into 0.25 shares of Class B Common Stock in connection with the Issuer's initial public offering (the "IPO"). The Series B Convertible Preferred Stock reported in the table above reflects a one-for-four reverse stock split that will occur in connection with the IPO. The Series B Convertible Preferred Stock has no expiration date.

(2) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer that occurs after the consummation of the IPO, except for any transfers by (i) a partnership or limited liability company that was a registered holder of shares of Class B Common Stock at the effective time of the IPO to anyone who was a partner or member of any such partnership or limited liability company at the effective time, and (ii) a transfer to a "qualified recipient," as defined in the Issuer's amended and restated certificate of incorporation.

(3) (Continued from Footnote 2) The shares of Class B Common Stock have no expiration date. However, all outstanding shares of Class B Common Stock will convert automatically into shares of Class A Common Stock, on a one share for one share basis, on the date when the number of the Issuer's outstanding shares of Class B Common Stock represents less than 10% of the sum of its outstanding shares of Class A Common Stock and Class B Common Stock.

(4) Marc Stad is the managing member of Dragoneer Global GP, LLC ("Dragoneer GP") and Dragoneer Investment Group, LLC ("Dragoneer Adviser"), a registered investment adviser. Dragoneer GP is the manager of Dragoneer Apartment, LLC ("Dragoneer Apartment Fund" and, together with Dragoneer GP and Dragoneer Adviser, the "Dragoneer Entities"). The securities reported in the table above are held by Dragoneer Apartment Fund, Mr. Stad and certain other funds and managed accounts associated with the Dragoneer Entities and Marc Stad. By virtue of the foregoing relationships, Mr. Stad and each of the Dragoneer Entities may be deemed to share beneficial ownership of the securities reported in the table above. Mr. Stad and each of the Dragoneer Entities disclaims beneficial ownership of the reported securities, except to the extent of their respective 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.

## Edgar Filing: APPFOLIO INC - Form 3

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.